

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

ATTORNEY MONTHLY FEE STATEMENT COVER SHEET
FOR THE PERIOD MARCH 1, 2023, THROUGH MARCH 31, 2023

In re BlockFi Inc., *et al.*

Applicant: Kirkland & Ellis LLP and
Kirkland & Ellis International LLP.

Case No. 22-19361 (MBK)

Client: Debtors and Debtors in Possession

Chapter 11

Case Filed: November 28, 2022

**COMPLETION AND SIGNING OF THIS FORM CONSTITUTES A CERTIFICATION
UNDER PENALTY OF PERJURY PURSUANT TO 28 U.S.C. § 1746.**

RETENTION ORDER ATTACHED.

/s/ Joshua A. Sussberg 05/07/2023
JOSHUA A. SUSSBERG Date

<p style="text-align: center;">SECTION I FEE SUMMARY</p>
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Summary of Amounts Requested for the Period
March 1, 2023, through March 31, 2023 (the “**Compensation Period**”)

Fee Total	\$1,857,997.50
Disbursement Total	\$50,609.81
Total Fees Plus Disbursements	\$1,908,607.31

Summary of Amounts Requested for Previous Periods

Total Previous Fees and Expenses Requested:	\$6,696,871.10
Total Fees and Expenses Allowed to Date:	\$0.00
Total Retainer Remaining:	\$529,673.00
Total Holdback:	\$1,004,574.80
Total Received by Applicant:	\$4,112,921.89

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Ziv Ben-Shahar	Associate	Restructuring	2022	57.90	\$735.00	\$42,556.50
Erin Bishop	Associate	Litigation - General	2017	3.70	\$1,135.00	\$4,199.50
Cade C. Boland	Associate	Litigation - General	2021	8.90	\$985.00	\$8,766.50
Trevor Eck	Associate	Restructuring	Pending	89.30	\$735.00	\$65,635.50
Will Guthrie	Associate	Corporate - M&A/Private Equity	2008	22.20	\$1,245.00	\$27,639.00
David Hackel	Associate	Restructuring	Pending	39.60	\$735.00	\$29,106.00
Rob Jacobson	Associate	Restructuring	2019	125.00	\$1,155.00	\$144,375.00
Mike James Koch	Associate	Restructuring	2020	69.90	\$735.00	\$51,376.50
Jennifer Mancini	Associate	Litigation - General	2022	4.50	\$715.00	\$3,217.50
Sarah R. Margolis	Associate	Restructuring	2021	86.50	\$995.00	\$86,067.50
Brian Nakhaimousa	Associate	Restructuring	2021	119.40	\$995.00	\$118,803.00
Alex D. Pappas	Associate	Litigation - General	2021	25.50	\$985.00	\$25,117.50
Isabella J. Parette	Associate	Restructuring	Pending	119.90	\$735.00	\$88,126.50
Francis Petrie	Associate	Restructuring	2017	174.70	\$1,295.00	\$226,236.50
Alexandria Ray	Associate	Litigation - General	2022	2.50	\$715.00	\$1,787.50
Margaret Reiney	Associate	Restructuring	2018	119.50	\$1,155.00	\$138,022.50
Jimmy Ryan	Associate	Restructuring	2022	56.70	\$885.00	\$50,179.50
Alexandra Schrader	Associate	Litigation - General	2021	6.30	\$985.00	\$6,205.50
Trevor Snider	Associate	Technology & IP Transactions	2023	2.80	\$1,245.00	\$3,486.00
Katie J. Welch	Associate	Litigation - General	2018	4.90	\$1,135.00	\$5,561.50
Mason N. Zurek	Associate	Restructuring	2021	19.10	\$995.00	\$19,004.50
Bob Allen, P.C.	Partner	Litigation - General	2012	27.60	\$1,605.00	\$44,298.00
Christopher Costello	Partner	Litigation - General	2005	6.70	\$1,195.00	\$8,006.50
Susan D. Golden	Partner	Restructuring	1988	6.40	\$1,475.00	\$9,440.00
Shayne Henry	Partner	Litigation - General	2014	5.50	\$1,310.00	\$7,205.00
Richard U. S. Howell, P.C.	Partner	Litigation - General	2006	37.70	\$1,620.00	\$61,074.00
Casey McGushin	Partner	Litigation - General	2014	65.50	\$1,415.00	\$92,682.50
Christine A. Okike, P.C.	Partner	Restructuring	2009	73.10	\$1,850.00	\$135,235.00
William T. Pruitt	Partner	Litigation - General	2004	10.00	\$1,550.00	\$15,500.00
Laura K. Riff	Partner	Litigation - General	2011	91.00	\$1,405.00	\$127,855.00
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	2.70	\$1,680.00	\$4,536.00
Michael B. Slade	Partner	Litigation - General	1999	57.80	\$1,855.00	\$107,219.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	8.40	\$2,045.00	\$17,178.00
Steve Toth	Partner	Corporate - M&A/Private Equity	2005	7.60	\$1,615.00	\$12,274.00
Luke Spangler	Junior Paralegal	Restructuring	N/A	3.50	\$325.00	\$1,137.50

Name of Professional	Title	Department	Year Admitted	Hours	Rate	Fee
Megan Bowsher	Paralegal	Litigation - General	N/A	5.30	\$395.00	\$2,093.50
Julia R. Foster	Paralegal	Restructuring	N/A	12.90	\$480.00	\$6,192.00
Meghan E. Guzaitis	Paralegal	Litigation - General	N/A	15.10	\$550.00	\$8,305.00
Megan Buenviaje	Litigation & Practice Tech Project Manager	Litigation - General	N/A	44.50	\$475.00	\$21,137.50
Esther Estella Garcia	Litigation & Practice Technology Discovery Advisor	Litigation & Practice Tech	N/A	25.70	\$645.00	\$16,576.50
Ricardo Guzman	Litigation & Practice Tech Project Manager	Litigation - General	N/A	30.70	\$475.00	\$14,582.50
TOTALS				1,696.50		\$1,857,997.50

**SECTION II
SUMMARY OF SERVICES**

Matter Number	Services Rendered	Hours	Fee
3	Adversary Proceeding & Contested Matters	25.50	\$30,093.00
4	Automatic Stay Matters	7.60	\$6,706.50
6	Case Administration	65.70	\$68,215.00
7	Cash Management	147.30	\$191,988.00
8	Customer and Vendor Communications	9.80	\$8,763.00
9	Claims Administration and Objections	34.50	\$31,928.00
10	Official Committee Matters and Meetings	7.50	\$9,369.50
11	Use, Sale, and Disposition of Property	172.60	\$188,144.00
12	Corp., Governance, & Securities Matters	11.00	\$16,082.50
13	Employee Matters	18.00	\$23,379.50
14	Executory Contracts and Unexpired Leases	2.10	\$2,425.50
16	Hearings	14.90	\$20,094.00
17	Insurance and Surety Matters	10.00	\$15,500.00
18	Disclosure Statement, Plan, Confirmation	341.10	\$326,465.00
19	International Issues	4.60	\$7,267.50
20	K&E Retention and Fee Matters	78.40	\$74,249.50
21	Non-K&E Retention and Fee Matters	8.90	\$8,524.50
22	Tax Matters	2.50	\$3,822.00
23	Non-Working Travel	16.20	\$26,417.50
24	U.S. Trustee Communications & Reporting	24.60	\$29,627.00
25	Regulatory	211.30	\$191,870.50
26	Investigation Matters	209.80	\$305,357.50
28	Pro Se Party Communication	64.70	\$59,192.50
29	Wallet Withdrawal Relief	207.90	\$212,515.50
SERVICES TOTALS		1,696.50	\$1,857,997.50

**SECTION III
SUMMARY OF DISBURSEMENTS**

Disbursements	Amount
Standard Copies or Prints	\$361.40
Color Copies or Prints	\$2,754.95
Postage	\$9.48
Travel Expense	\$1,387.91
Airfare	\$996.91
Transportation to/from airport	\$624.78
Travel Meals	\$308.43
Other Court Costs and Fees	\$3,343.50
Professional Fees	\$3,318.48
Outside Paralegal Assistance	\$35,963.38
Computer Database Research	\$1,328.00
Overtime Transportation	\$64.31
Overtime Meals - Attorney	\$130.03
Overnight Delivery - Hard	\$18.25
DISBURSEMENTS TOTAL	\$50,609.81

**SECTION IV
CASE HISTORY**

- (1) Date cases filed: November 28, 2022
- (2) Chapter under which case commenced: Chapter 11
- (3) Date of retention: February 1, 2023, effective as of November 28, 2022. *See* **Exhibit A**.

If limit on number of hours or other limitations to retention, set forth: N/A
- (4) Summarize in brief the benefits to the estate and attach supplements as needed:¹
 - (a) The Applicant prepared, coordinated, and filed the Debtors' motion seeking the Court's approval of the sale of certain of the Debtors' self-mining assets (the "Sale Motion") and authorizing the Debtors to enter into an asset purchase agreement related thereto and obtained an order approving the Sale Motion.
 - (b) The Applicant prepared, coordinated, and filed a supplemental declaration of the Debtors' investment banker in support of the Sale Motion.
 - (c) The Applicant prepared, coordinated, and filed an application in lieu of motion seeking the Court's approval of a stipulation between the Debtors and Silvergate Bank regarding the release of certain of the Debtors' cash held in an ACH reserve account.
 - (d) The Applicant prepared and coordinated with the Official Committee of Unsecured Creditors (the "Committee"), the ad hoc committee of certain BlockFi Wallet account holders (the "Ad Hoc Committee"), and Deferred 1031 with regard to the filing of a letter to the Debtors' stakeholders regarding the Debtors' Wallet Withdrawal Motion [Docket No. 121].
 - (e) The Applicant worked with the Debtors and their advisors to modify and safeguard the Debtors' cash management system in response to the collapse of Silicon Valley Bank, Signature Bank, and Silvergate Bank, and negotiated with the U.S. Trustee with regard to its motion to compel compliance with section 345(b) of the Bankruptcy Code related thereto.

¹ The following summary is intended to highlight the general categories of services the Applicant rendered on behalf of the Debtors and for the benefit of the estates; it is not intended to itemize each and every professional service which the Applicant performed.

- (f) The Applicant worked with the Debtors' advisors and co-counsel to prepare and file monthly operating reports for each Debtor.
 - (g) The Applicant prepared and filed the Debtors' motion seeking an extension of the exclusivity periods for filing and soliciting acceptances of a chapter 11 plan.
 - (h) The Applicant prepared responses and produced documents responsive to numerous discovery requests from the Committee pursuant to its ongoing Rule 2004 examination (the "Investigation").
 - (i) The Applicant prepared responses to and responded to voluminous diligence requests from the Ad Hoc Committee and provided status updates to the Court with regard to the Wallet Withdrawal Motion [Docket No. 121].
 - (j) The Applicant prepared witnesses for and defended depositions noticed pursuant to the Committee's Investigation.
 - (k) The Applicant attended and participated in hearings related to the foregoing.
 - (l) The Applicant tended to other matters concerning administration of the chapter 11 cases.
 - (m) The Applicant rendered all other services set forth on the invoices attached hereto as Exhibit B.²
- (5) Anticipated distribution to creditors:
- (a) Administration expense: Unknown at this time.
 - (b) Secured creditors: Unknown at this time.
 - (c) Priority creditors: Unknown at this time.
 - (d) General unsecured creditors: Unknown at this time.
- (6) Final disposition of case and percentage of dividend paid to creditors: This is the fourth monthly fee statement.

² The invoice attached hereto as Exhibit B contains detailed descriptions of the services rendered and expenses incurred by the Applicant during the Compensation Period.

Exhibit A

Retention Order

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

Caption in Compliance with D.N.J. LBR 9004-1(b)

COLE SCHOTZ P.C.

Michael D. Sirota, Esq. (NJ Bar No. 014321986)
Warren A. Usatine, Esq. (NJ Bar No. 025881995)
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KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

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HAYNES AND BOONE, LLP

Richard S. Kanowitz, Esq. (NJ Bar No. 047911992)
Kenric D. Kattner, Esq. (admitted *pro hac vice*)
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Proposed Attorneys for Debtors and Debtors in Possession

In re:

BLOCKFI INC., *et al.*,

Debtors.¹



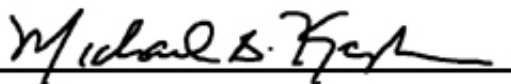
Order Filed on February 1, 2023
by Clerk
U.S. Bankruptcy Court
District of New Jersey

Chapter 11

Case No. 22-19361 (MBK)

(Jointly Administered)

DATED: February 1, 2023


Honorable Michael B. Kaplan
United States Bankruptcy Judge

**ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND
KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022**

The relief set forth on the following pages, numbered three (3) through nine (9) is **ORDERED**.

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Debtors: BLOCKFI INC., *et al.*

Case No.: 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Upon the *Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of November 28, 2022* (the “Application”),² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”), for the entry of an order (this “Order”) authorizing the Debtors to retain and employ Kirkland & Ellis LLP and Kirkland & Ellis International LLP (collectively, “Kirkland”) as their attorneys effective as of the Petition Date, pursuant to sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the District of New Jersey (the “Local Rules”); and the Court having reviewed the Application, the Declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), and the declaration of Zachary Prince, the Chief Executive Officer and President of BlockFi Inc. (the “Prince Declaration”); and the Court having found that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that the Application is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found based on the representations made in the Application and in the Sussberg Declaration that (a) Kirkland does not hold or represent an interest adverse to the

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Debtors' estates and (b) Kirkland is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code and as required by section 327(a) of the Bankruptcy Code; and the Court having found that the relief requested in the Application is in the best interests of the Debtors' estates; and the Court having found that the Debtors provided adequate and appropriate notice of the Application under the circumstances and that no other or further notice is required; and the Court having reviewed the Application and having heard statements in support of the Application at a hearing held before the Court (the "Hearing"); and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Application is **GRANTED** to the extent set forth herein.
2. The Debtors are authorized to retain and employ Kirkland as their attorneys effective as of the Petition Date in accordance with the terms and conditions set forth in the Application and in the Engagement Letter attached hereto as **Exhibit 1**, to the extent set forth herein.
3. Kirkland is authorized to provide the Debtors with the professional services as described in the Application and the Engagement Letter. Specifically, but without limitation, Kirkland will render the following legal services:
 - a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

- b. advising and consulting on their conduct during these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
 - c. attending meetings and negotiating with representatives of creditors and other parties in interest;
 - d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
 - e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
 - f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
 - g. advising the Debtors in connection with any potential sale of assets;
 - h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
 - i. advising the Debtors regarding tax matters;
 - j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
 - k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors' assets; and (iii) advising the Debtors on corporate and litigation matters.
4. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

Bankruptcy Rules, Local Rules, and any other applicable procedures and orders of the Court.

Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases Effective as of November 1, 2013* (the "Revised UST Guidelines"), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

5. Notwithstanding anything in the Application, Declaration, or Engagement Letter to the contrary, Kirkland shall apply any remaining amounts of its prepetition advance payment retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to an order of the Court awarding fees and expenses to Kirkland. Kirkland is authorized without further order of the Court to apply amounts from the prepetition advance payment retainer, that would otherwise be applied toward payment of postpetition fees and expenses, as are necessary and appropriate to compensate and reimburse Kirkland for fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practice. At the conclusion of Kirkland's engagement by the Debtors, if the amount of any advance payment retainer held by Kirkland is in excess of the amount of Kirkland's outstanding and estimated fees, expenses, and costs, Kirkland will pay to the Debtors the amount by which any advance payment retainer exceeds such fees, expenses, and costs, in each case in accordance with the Engagement Letter.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

6. Notwithstanding anything to the contrary in the Application, the Engagement Letter, or the Declarations attached to the Application, the reimbursement provisions allowing the reimbursement of fees and expenses incurred in connection with participating in, preparing for, or responding to any action, claim, suit, or proceeding brought by or against any party that relates to the legal services provided under the Engagement Letter and fees for defending any objection to Kirkland's fee applications under the Bankruptcy Code are not approved.

7. Kirkland shall not charge a markup to the Debtors with respect to fees billed by contract attorneys who are hired by Kirkland to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules.

8. Kirkland will charge no more than \$0.10 per page per standard duplication services in these chapter 11 cases.

9. In order to avoid any duplication of effort and provide services to the Debtors in the most efficient and cost-effective manner, Kirkland shall coordinate with Haynes and Boone, LLP, Cole Schotz, P.C., and any additional firms the Debtors retain regarding their respective responsibilities in these chapter 11 cases. As such, Kirkland shall use its best efforts to avoid duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

10. No agreement or understanding exists between Kirkland and any other person, other than as permitted by Bankruptcy Code section 504, to share compensation received for services rendered in connection with these chapter 11 cases, nor shall Kirkland share or agree to share

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

Caption: ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF NOVEMBER 28, 2022

compensation received for services rendered in connection with these chapter 11 cases with any other person other than as permitted by Bankruptcy Code section 504.

11. Upon entry of a final order on the *Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to File A Consolidated List of Top 50 Unsecured Creditors and Consolidated List of Creditors, (II) Authorizing the Debtors to Redact Certain Personally Identifiable Information of Individual Creditors, Clients, Equity Holders, and Current and Former Employees, (III) Authorizing Client Name Redaction, (IV) Waiving the Requirement to File an Equity List and Provide Notices Directly to Equity Security Holders, and (V) Granting Related Relief* [Docket No. 4], Kirkland will disclose the information that the Court orders to be unredacted, if any, through a supplemental declaration. Further, if the Court denies the Motion to Seal [Docket No. 127], Kirkland will, through a supplemental declaration, disclose the identities of all counterparties that were filed under seal, and the connections of Kirkland to such potential counterparties.

12. Prior to applying any increases in its hourly rates beyond the rates set forth in the Application or Engagement Letter, Kirkland shall provide ten-business-days' notice of any such increases to the Debtors, the U.S. Trustee, and the Committee appointed in the Debtors' chapter 11 cases and shall file such notice with the Court. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and the Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

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Debtors: BLOCKFI INC., *et al.*

Case No. 22-19361 (MBK)

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13. The Debtors and Kirkland are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application.

14. Notice of the Application as provided therein is deemed to be good and sufficient notice of such Application, and the requirements of the Local Rules are satisfied by the contents of the Application.

15. To the extent the Application, the Sussberg Declaration, the Prince Declaration, or the Engagement Letter is inconsistent with this Order, the terms of this Order shall govern.

16. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

17. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

18. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Exhibit 1

Engagement Letter

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

Joshua A. Sussberg, P.C.
To Call Writer Directly:
+1 212 446 4829
joshua.sussberg@kirkland.com

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New York, NY 10022
United States

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Facsimile:
+1 212 446 4900

November 12, 2022

Jonathan Mayers
BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Re: Retention to Provide Legal Services

Dear Mr. Mayers,

We are very pleased that you have asked us to represent BlockFi Inc., at the direction of the independent directors of BlockFi Inc., and only those affiliates and wholly or partially owned subsidiaries listed in an addendum or supplement to this letter (collectively, “Client”) in connection with a potential restructuring. Please note, the Firm’s representation is only of Client; the Firm does not and will not represent any direct or indirect shareholder, director, officer, partner, employee, affiliate, or joint venturer of Client or of any other entity.

General Terms. This retention letter (this “Agreement”) sets forth the terms of Client’s retention of Kirkland & Ellis LLP (and its affiliated entity Kirkland & Ellis International LLP (collectively, the “Firm”)) to provide legal services and constitutes an agreement between the Firm and Client (the “Parties”). This Agreement (notwithstanding any guidelines for outside counsel that Client may provide to the Firm) sets forth the Parties’ entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters (collectively, the “Engagement”), except where the Parties otherwise agree in writing.

Fees. The Firm will bill Client for fees incurred at its regular hourly rates and in quarterly increments of an hour (or in smaller time increments as otherwise required by a court). The Firm reserves the right to adjust the Firm’s billing rates from time to time in the ordinary course of the Firm’s representation of Client.

Although the Firm will attempt to estimate fees to assist Client in Client’s planning if requested, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

Expenses. Expenses related to providing services shall be included in the Firm’s statements as disbursements advanced by the Firm on Client’s behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain

KIRKLAND & ELLIS LLP

Mr. Mayers
November 12, 2022
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CONFIDENTIAL

secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Client shall pay directly (and is solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers' or contractors' charges, unless otherwise agreed by the Parties. By executing this Agreement below, Client agrees to pay for all charges in accordance with the Firm's schedule of charges, a copy of which is attached hereto at Schedule 1, as revised from time to time.

Billing Procedures. The Firm's statements of fees and expenses are typically delivered monthly, but the Firm reserves the right to alter the timing of delivering its statements depending on circumstances. Client may have the statement in any reasonable format it chooses, but the Firm will select an initial format for the statement unless Client otherwise requests in writing. Depending on the circumstances, however, estimated or summary statements may be provided, with time and expense details to follow thereafter.

Retainer. Client agrees to provide to the Firm an "advance payment retainer," as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct, *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007), and *In re Caesars Entm't Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein), in the amount of \$100,000. In addition, Client agrees to provide one or more additional advance payment retainers upon request by the Firm so that the amount of any advance payment retainers remains at or above the Firm's estimated fees and expenses. The Firm may apply the advance payment retainers to any outstanding fees as services are rendered and to expenses as they are incurred. Client understands and acknowledges that any advance payment retainers are earned by the Firm upon receipt, any advance payment retainers become the property of the Firm upon receipt, Client no longer has a property interest in any advance payment retainers upon the Firm's receipt, any advance payment retainers will be placed in the Firm's general account and will not be held in a client trust account, and Client will not earn any interest on any advance payment retainers; provided, however, that solely to the extent required under applicable law, at the conclusion of the Engagement, if the amount of any advance payment retainers held by the Firm is in excess of the amount of the Firm's outstanding and estimated fees, expenses, and costs, the Firm will pay to Client the amount by which any advance payment retainers exceed such fees, expenses, and costs. Client further understands and acknowledges that the use of advance payment retainers is an integral condition of the Engagement, and is necessary to ensure that: Client continues to have access to the Firm's services; the Firm is compensated for its representation of Client; the Firm is not a pre-petition creditor in the event of a Restructuring Case; and that in light of the foregoing, the provision of the advance payment retainers is in Client's best interests. The fact that Client has provided the Firm with an advance payment retainer does not affect Client's right to terminate the client-lawyer relationship.

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November 12, 2022
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Please be advised that there is another type of retainer known as a “security retainer,” as defined in *Dowling v. Chicago Options Assoc.*, 875 N.E.2d at 1018, and *In re Caesars Entm’t Operating Co., Inc.*, No. 15-01145 (ABG) (Bankr. N.D. Ill. May 28, 2015) (and cases cited therein). A security retainer remains the property of the client until the lawyer applies it to charges for services that are actually rendered and expenses that are incurred. Any unearned funds are then returned to the client. In other circumstances not present here, the Firm would consider a security retainer and Client’s funds would be held in the Firm’s segregated client trust account until applied to pay fees and expenses. Funds in a security retainer, however, can be subject to claims of Client’s creditors and, if taken by creditors, may leave Client unable to pay for ongoing legal services, which may result in the Firm being unable to continue the Engagement. Moreover, a security retainer creates clawback risks for the Firm in the event of an insolvency proceeding. The choice of the type of retainer to be used is Client’s choice alone, but for the Engagement and for the reasons set forth above, the Firm is unwilling to represent Client in the Engagement without using the advance payment retainer.

Termination. The Engagement may be terminated by either Party at any time by written notice by or to Client. The Engagement will end at the earliest of (a) Client’s termination of the Engagement, (b) the Firm’s withdrawal, and (c) the substantial completion of the Firm’s substantive work. If permission for withdrawal is required by a court, the Firm shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or the Firm’s services are terminated for any reason, such termination shall be effective only to terminate the Firm’s services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of the Firm’s active involvement in a particular matter (even if the Firm continues active involvement in other matters on Client’s behalf), the Firm will have no further duty to inform Client of future developments or changes in law as may be relevant to such matter. Further, unless the Parties mutually agree in writing to the contrary, the Firm will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which the Firm had been retained.

Cell Phone and E-Mail Communication. The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by cell telephone, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client does not wish the Firm to discuss privileged matters on cell telephones with Client or Client’s professionals or agents.

The Firm hereby informs Client and Client hereby acknowledges that the Firm’s attorneys sometimes communicate with their clients and their clients’ professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and

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November 12, 2022
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therefore may be deemed no longer protected by the attorney-client privilege, and that Client must inform the Firm if Client wishes to institute a system to encode all e-mail between the Firm and Client or Client's professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with the Firm's policy in effect from time to time. Subject to future changes, it is the Firm's current policy generally not to retain records relating to a matter for more than five years. Upon Client's prior written request, the Firm will return client records that are Client's property to Client prior to their destruction. Although we will return your records (i.e., your client file) to you at any time upon your written request, you agree that your client file will not include our Firm's internal files including administrative materials, internal communications, and drafts. It is not administratively feasible for the Firm to advise Client of the closing of a matter or the disposal of records. The Firm recommends, therefore, that Client maintain Client's own files for reference or submit a written request for Client's client files promptly upon conclusion of a matter. Notwithstanding anything to the contrary herein, Client acknowledges and agrees that any applicable privilege of Client (including any attorney-client and work product privilege or any duty of confidentiality) (collectively, the "Privileges") belongs to Client alone and not to any successor entity (including without limitation the Client after a change in control or other similar restructuring or non-restructuring transaction (including without limitation a reorganized Client after the effective date of a plan of reorganization), whether through merger, asset or equity sale, business combination, or otherwise, irrespective of whether such transaction occurs in a Restructuring Case or on an out-of-court basis (in each case, a "Transaction")). Client hereby waives any right, title, and interest of such successor entity to all information, data, documents, or communications in any format covered by the Privileges that is in the possession of the Firm ("Firm Materials"), to the extent that such successor entity had any right, title, and interest to such Firm Materials. For the avoidance of doubt, Client agrees and acknowledges that after a Transaction, such successor entity shall have no right to claim or waive the Privileges or request the return of any such Firm Materials; instead, such Firm Materials shall remain in the Firm's sole possession and control for its exclusive use, and the Firm will (a) not waive any Privileges or disclose the Firm Materials, (b) take all reasonable steps to ensure that the Privileges survive and remain in full force and effect, and (c) assert the Privileges to prevent disclosure of any Firm Materials.

Data Protection. You further agree that, if you provide us with personal data, you have complied with applicable data protection legislation and that we may process such personal data in accordance with our Data Transfer and Privacy Policy at www.kirkland.com. We process your personal data in order to (i) carry out work for you; (ii) share the data with third parties such as expert witnesses and other professional advisers if our work requires; (iii) comply with applicable laws and regulations and (iv) provide you with information relating to our Firm and its services.

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Conflicts of Interest. As is customary for a law firm of the Firm's size, there are numerous business entities, with which Client currently has relationships, that the Firm has represented or currently represents in matters unrelated to Client.

Further, in undertaking the representation of Client, the Firm wants to be fair not only to Client's interests but also to those of the Firm's other clients. Because Client is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of the Firm's other clients, the possibility exists that one of the Firm's current or future clients may take positions adverse to Client (including litigation or other dispute resolution mechanisms) in a matter in which such other client may have retained the Firm or one of Client's adversaries may retain the Firm in a matter adverse to another entity or person.

In the event a present conflict of interest exists between Client and the Firm's other clients or in the event one arises in the future, Client agrees to waive any such conflict of interest or other objection that would preclude the Firm's representation of another client (a) in other current or future matters substantially unrelated to the Engagement or (b) other than during a Restructuring Case (as defined below), in other matters related to Client (such representation an "Allowed Adverse Representation"). By way of example, such Allowed Adverse Representations might take the form of, among other contexts: litigation (including arbitration, mediation and other forms of dispute resolution); transactional work (including consensual and non-consensual merger, acquisition, and takeover situations, financings, and commercial agreements); counseling (including advising direct adversaries and competitors); and restructuring (including bankruptcy, insolvency, financial distress, recapitalization, equity and debt workouts, and other transactions or adversarial adjudicative proceedings related to any of the foregoing and similar matters).

Client also agrees that it will not, for itself or any other entity or person, assert that either (i) the Firm's representation of Client or any of Client's affiliates in any past, present, or future matter or (ii) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing another entity or person in any Allowed Adverse Representation. Client further agrees that any Allowed Adverse Representation does not breach any duty that the Firm owes to Client or any of Client's affiliates. Client also agrees that the Firm's representation in the Engagement is solely of Client and that no member or other entity or person related to it (such as a shareholder, parent, subsidiary, affiliate, director, officer, partner, employee, or joint venturer) has the status of a client for conflict of interest purposes.

In addition, if a waiver of a conflict of interest necessary to allow the Firm to represent another client in a matter that is not substantially related to the Engagement is not effective for any reason, Client agrees that the Firm may withdraw from the Engagement. Should that occur, Client will not, for itself or any other entity or person, seek to preclude such termination of services or assert that either (a) the Firm's representation of Client or any of Client's affiliates in any past,

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November 12, 2022
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present, or future matter or (b) the Firm's actual or possible possession of confidential information belonging to Client or any of Client's affiliates is a basis to disqualify the Firm from representing such other client or acting on such adverse matter.

It is important that you review this letter carefully and consider all of the advantages and disadvantages of waiving certain conflicts of interests that would otherwise bar the Firm from representing parties with interests adverse to you during the time in which the Firm is representing you. You also understand that because this waiver includes future issues and future clients that are unknown and unknowable at this time, it is impossible to provide you with any more details about those prospective clients and matters. Thus, in choosing to execute this waiver, you have recognized the inherent uncertainty about the array of potential matters and clients the Firm might take on in matters that are adverse to you but have nonetheless decided it is in your interest to waive conflicts of interest regarding the Allowed Adverse Representations and waive rights to prohibit the Firm's potential withdrawal should a conflict waiver prove ineffectual.

The Firm informs Client that certain entities owned by current or former Firm attorneys and senior staff ("attorney investment entities") have investments in funds or companies that may, directly or indirectly, be affiliated with Client, hold investments in Client's debt or equity securities, may be adverse to Client, or conduct commercial transactions with Client (each, a "Passive Holding"). The attorney investment entities are passive and have no management or other control rights in such funds or companies. The Firm notes that other persons may in the future assert that a Passive Holding creates, in certain circumstances, a conflict between the Firm's exercise of its independent professional judgment in rendering advice to Client and the financial interest of Firm attorneys participating in the attorney investment entities, and such other persons might seek to limit Client's ability to use the Firm to advise Client on a particular matter. While the Firm cannot control what a person might assert or seek, the Firm believes that the Firm's judgment will not be compromised by virtue of any Passive Holding. Please let us know if Client has any questions or concerns regarding the Passive Holdings. By executing this letter, Client acknowledges the Firm's disclosure of the foregoing.

Restructuring Cases. If it becomes necessary for Client to commence a restructuring case under chapter 11 of the U.S. Bankruptcy Code (a "Restructuring Case"), the Firm's ongoing employment by Client will be subject to the approval of the court with jurisdiction over the petition. If necessary, the Firm will take steps necessary to prepare the disclosure materials required in connection with the Firm's retention as lead restructuring counsel. In the near term, the Firm will begin conflicts checks on potentially interested parties as provided by Client.

If necessary, the Firm will prepare a preliminary draft of a schedule describing the Firm's relationships with certain interested parties (the "Disclosure Schedule"). The Firm will give Client a draft of the Disclosure Schedule once it is available. Although the Firm believes that these

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relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in Client's application to the court to retain the Firm.

If in the Firm's determination a conflict of interest arises in Client's Restructuring Case requiring separate conflicts counsel, then Client will be required to use separate conflicts counsel in those matters.

No Guarantee of Success. It is impossible to provide any promise or guarantee about the outcome of Client's matters. Nothing in this Agreement or any statement by Firm staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of Client's matter are simply expressions of judgment and are not binding on the Firm.

Consent to Use of Information. In connection with future materials that, for marketing purposes, describe facets of the Firm's law practice and recite examples of matters the Firm handles on behalf of clients, Client agrees that, if those materials avoid disclosing Client's confidences and secrets as defined by applicable ethical rules, they may identify Client as a client, may contain factual synopses of Client's matters, and may indicate generally the results achieved.

Reimbursement of Fees and Expenses. Client agrees to promptly reimburse the Firm for all internal or external fees and expenses, including the amount of the Firm's attorney and paralegal time at normal billing rates, as incurred by the Firm in connection with participating in, preparing for, or responding to any action, claim, objection, suit, or proceeding brought by or against any third-party that relates to the legal services provided by the Firm under this Agreement. Without limiting the scope of the foregoing, and by way of example only, this paragraph extends to all such fees and expenses incurred by the Firm: in responding to document subpoenas, and preparing for and testifying at depositions and trials; and with respect to the filing, preparation, prosecution or defense of any applications by the Firm for approval of fees and expenses in a judicial, arbitral, or similar proceeding. Further, Client understands, acknowledges, and agrees that in connection with a Restructuring Case, if Client has not objected to the payment of a Firm invoice or to a Firm fee and expense application, has in fact paid such invoice, or has approved such fee and expense application, then Client waives its right (and the right of any successor entity as a result of a Transaction or otherwise) to subsequently object to the payment of fees and expenses covered by such invoice or fee application.

LLP. Kirkland & Ellis LLP is a limited liability partnership organized under the laws of Illinois, and Kirkland & Ellis International LLP is a limited liability partnership organized under the laws of Delaware. Pursuant to those statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

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Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Illinois, without giving effect to the conflicts of law principles thereof.

Miscellaneous. This Agreement sets forth the Parties' entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each Party signing below is jointly and severally responsible for all obligations due to the Firm and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each Party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. Any agreement or waiver contained herein by Client extends to any assignee or successor in interest to Client, including without limitation the reorganized Client upon and after the effective date of a plan of reorganization in a Restructuring Case.

This Agreement is the product of arm's-length negotiations between sophisticated parties, and Client acknowledges that it is experienced with respect to the retention of legal counsel. Therefore, the Parties acknowledge and agree that any otherwise applicable rule of contract construction or interpretation which provides that ambiguities shall be construed against the drafter (and all similar rules of contract construction or interpretation) shall not apply to this Agreement. The Parties further acknowledge that the Firm is not advising Client with respect to this Agreement because the Firm would have a conflict of interest in doing so, and that Client has consulted (or had the opportunity to consult) with legal counsel of its own choosing. Client further acknowledges that Client has entered into this Agreement and agreed to all of its terms and conditions voluntarily and fully-informed, based on adequate information and Client's own independent judgment. The Parties further acknowledge that they intend for this Agreement to be effective and fully enforceable upon its execution and to be relied upon by the Parties.

* * *

Please confirm your agreement with the arrangements described in this letter by signing the enclosed copy of this letter in the space provided below and returning it to us. Please understand that, if we do not receive a signed copy of this letter within twenty-one days, we will withdraw from representing you in this Engagement.

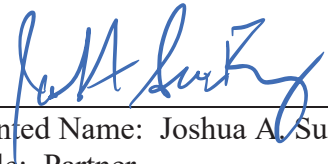
Very truly yours,

KIRKLAND & ELLIS LLP

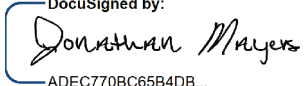
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November 12, 2022
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By: 
Printed Name: Joshua A. Sussberg
Title: Partner

Agreed and accepted this 12th day of November, 2022

BlockFi Inc.
DocuSigned by:
By: 
Name: Jonathan Mayers
Title: General Counsel

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Mr. Mayers
December 12, 2022
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SUPPLEMENTAL ADDENDUM: List of Client Affiliates

BlockFi Asia PTE. Ltd.

BlockFi Cayman LLC

BlockFi Holding UK Limited

BlockFi International Ltd.

BlockFi Investment Products LLC

BlockFi Lending LLC

BlockFi Lending II LLC

BlockFi Services, Inc.

BlockFi Trading LLC

BlockFi UK Limited

BlockFi Ventures LLC

BlockFi Wallet LLC

KIRKLAND & ELLIS LLP

CLIENT-REIMBURSABLE EXPENSES AND OTHER CHARGES

Effective 01/01/2022

The following outlines Kirkland & Ellis LLP's ("K&E LLP") policies and standard charges for various services performed by K&E LLP and/or by other third parties on behalf of the client which are often ancillary to our legal services. Services provided by in-house K&E LLP personnel are for the convenience of our clients. Given that these services are often ancillary to our legal services, in certain instances it may be appropriate and/or more cost efficient for these services to be outsourced to a third-party vendor. If services are provided beyond those outlined below, pricing will be based on K&E LLP's approximate cost and/or comparable market pricing.

- **Duplicating, Reprographics and Printing:** The following list details K&E LLP's charges for duplicating, reprographics and printing services:
 - ▶ Black and White Copy or Print (all sizes of paper):
 - \$0.16 per impression for all U.S. offices
 - €0.10 per impression in Munich
 - £0.15 per impression in London
 - HK\$1.50 per impression in Hong Kong
 - RMB1.00 per impression in Beijing and Shanghai
 - ▶ Color Copy or Print (all sizes of paper):
 - \$0.55 per impression
 - ▶ Scanned Images:
 - \$0.16 per page for black and white or color scans
 - ▶ Other Services:
 - CD/DVD Duplicating or Mastering - \$7/\$10 per CD/DVD
 - Binding - \$0.70 per binding
 - Large or specialized binders - \$13/\$27
 - Tabs - \$0.13 per item
 - OCR/File Conversion - \$0.03 per page
 - Large Format Printing - \$1.00 per sq. ft.
- **Secretarial and Word Processing:** Clients are not charged for secretarial and word processing activities incurred on their matters during standard business hours.
- **Overtime Charges:** Clients will be charged for overtime costs for secretarial and document services work if either (i) the client has specifically requested the after-hours work or (ii) the nature of the work being done for the client necessitates out-of-hours overtime and such work could not have been done during normal working hours. If these conditions are satisfied, costs for related overtime meals and transportation also will be charged.

- **Travel Expenses:** We charge clients our out-of-pocket costs for travel expenses including associated travel agency fees. We charge coach fares (business class for international flights) unless the client has approved business-class, first-class or an upgrade. K&E LLP personnel are instructed to incur only reasonable airfare, hotel and meal expenses. K&E LLP negotiates, uses, and passes along volume discount hotel and air rates whenever practicable. However, certain retrospective rebates may not be passed along.
- **Catering Charges:** Clients will be charged for any in-house catering service provided in connection with client matters.
- **Communication Expenses:** We do not charge clients for telephone calls or faxes made from K&E LLP's offices with the exception of third-party conference calls and videoconferences.

Charges incurred for conference calls, videoconferences, cellular telephones, and calls made from other third-party locations will be charged to the client at the actual cost incurred. Further, other telecommunication expenses incurred at third-party locations (e.g., phone lines at trial sites, Internet access, etc.) will be charged to the client at the actual cost incurred.

- **Overnight Delivery/Postage:** We charge clients for the actual cost of overnight and special delivery (e.g., Express Mail, FedEx, and DHL), and U.S. postage for materials mailed on the client's behalf. K&E LLP negotiates, uses, and passes along volume discount rates whenever practicable.
- **Messengers:** We charge clients for the actual cost of a third party vendor messenger.
- **Library Research Services:** Library Research staff provides research and document retrieval services at the request of attorneys, and clients are charged per hour for these services. Any expenses incurred in connection with the request, such as outside retrieval service or online research charges, are passed on to the client at cost, including any applicable discounts.
- **Online Research Charges:** K&E LLP charges for costs incurred in using third-party online research services in connection with a client matter. K&E LLP negotiates and uses discounts or special rates for online research services whenever possible and practicable and passes through the full benefit of any savings to the client based on actual usage.
- **Inter-Library Loan Services:** Our standard client charge for inter-library loan services when a K&E LLP library employee borrows a book from an outside source is \$25 per title. There is no client charge for borrowing books from K&E LLP libraries in other cities or from outside collections when the title is part of the K&E LLP collection but unavailable.

- **Off-Site Legal Files Storage:** Clients are not charged for off-site storage of files unless the storage charge is approved in advance.
- **Electronic Data Storage:** K&E LLP will not charge clients for costs to store electronic data and files on K&E LLP's systems if the data stored does not exceed 100 gigabytes (GB). If the data stored for a specific client exceeds 100GB, K&E LLP will charge clients \$6.00 per month/per GB for all network data stored until the data is either returned to the client or properly disposed of. For e-discovery data on the Relativity platform, K&E LLP will also charge clients \$6.00 per month/per GB until the data is either returned to the client or properly disposed of.
- **Calendar Court Services:** Our standard charge is \$25 for a court filing and other court services or transactions.
- **Supplies:** There is no client charge for standard office supplies. Clients are charged for special items (e.g., a minute book, exhibit tabs/indexes/dividers, binding, etc.) and then at K&E LLP's actual cost.
- **Contract Attorneys and Contract Non-Attorney Billers:** If there is a need to utilize a contract attorney or contract non-attorney on a client engagement, clients will be charged a standard hourly rate for these billers unless other specific billing arrangements are agreed between K&E LLP and client.
- **Expert Witnesses, Experts of Other Types, and Other Third Party Consultants:** If there is a need to utilize an expert witness, expert of other type, or other third party consultant such as accountants, investment bankers, academicians, other attorneys, etc. on a client engagement, clients will be requested to retain or pay these individuals directly unless specific billing arrangements are agreed between K&E LLP and client.
- **Third Party Expenditures:** Third party expenditures (e.g., corporate document and lien searches, lease of office space at Trial location, IT equipment rental, SEC and regulatory filings, etc.) incurred on behalf of a client, will be passed through to the client at actual cost. If the invoice exceeds \$50,000, it is K&E LLP's policy that wherever possible such charges will be directly billed to the client. In those circumstances where this is not possible, K&E LLP will seek reimbursement from our client prior to paying the vendor.

Unless otherwise noted, charges billed in foreign currencies are determined annually based on current U.S. charges at an appropriate exchange rate.

Exhibit B

Invoice

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077616
Client Matter: 54119-3

In the Matter of Adversary Proceeding & Contested Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 30,093.00

Total legal services rendered

\$ 30,093.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.10	735.00	808.50
Cade C. Boland	0.10	985.00	98.50
Meghan E. Guzaitis	7.30	550.00	4,015.00
Shayne Henry	3.50	1,310.00	4,585.00
Richard U. S. Howell, P.C.	2.50	1,620.00	4,050.00
Rob Jacobson	0.50	1,155.00	577.50
Casey McGushin	0.40	1,415.00	566.00
Brian Nakhaimousa	0.60	995.00	597.00
Christine A. Okike, P.C.	3.20	1,850.00	5,920.00
Alexandra Schrader	0.40	985.00	394.00
Michael B. Slade	2.10	1,855.00	3,895.50
Josh Sussberg, P.C.	0.30	2,045.00	613.50
Katie J. Welch	3.50	1,135.00	3,972.50
TOTALS	25.50		\$ 30,093.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Casey McGushin	0.40	Participate in telephone conference with Company, M. Slade, K&E team re various case strategy issues.
03/01/23	Christine A. Okike, P.C.	1.00	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re legal strategy.
03/01/23	Michael B. Slade	0.50	Telephone conference with Company, Haynes and Boone, K&E team re litigation updates.
03/02/23	Josh Sussberg, P.C.	0.10	Correspond with R. Kanowitz re class action complaint.
03/06/23	Cade C. Boland	0.10	Review docket filings re adversary proceeding.
03/08/23	Rob Jacobson	0.50	Correspond with K. Welch, K&E team re litigation updates, next steps (.2); prepare for same (.3).
03/08/23	Katie J. Welch	0.10	Telephone conference with R. Jacobson, K&E team re litigation updates.
03/09/23	Christine A. Okike, P.C.	0.60	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re litigation work streams.
03/09/23	Michael B. Slade	0.50	Telephone conference with Company re litigation updates.
03/10/23	Richard U. S. Howell, P.C.	2.20	Attend video conference to develop strategy re upcoming depositions (.5); attend deposition preparation session (1.7).
03/10/23	Michael B. Slade	0.50	Telephone conference with S. Henry, K&E litigation team re next steps.
03/11/23	Shayne Henry	0.20	Correspond with C. McGushin re deposition binders.
03/11/23	Richard U. S. Howell, P.C.	0.30	Review supporting materials in preparation for Committee depositions.
03/12/23	Shayne Henry	3.30	Compile deposition preparation binder re transaction and compensation.
03/12/23	Katie J. Welch	1.80	Review, analyze documents re open litigation issues.
03/13/23	Meghan E. Guzaitis	0.90	Organize documents for witness prep sessions.
03/13/23	Katie J. Welch	0.20	Summarize key documents re litigation issues.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Josh Sussberg, P.C.	0.20	Review emergent status (.1); correspond with C. Okike re same (.1).
03/15/23	Ziv Ben-Shahar	1.10	Review pleadings re Emergent Fidelity adversary proceeding (.5); draft summary re same (.4); correspond with R. Jacobson, K&E team re same (.2).
03/15/23	Katie J. Welch	1.40	Review and summarize diligence re litigation issues.
03/18/23	Michael B. Slade	0.30	Correspond with R. Howell re subpoenas (.2); review same (.1).
03/19/23	Christine A. Okike, P.C.	0.50	Telephone conference with M. Slade, K&E team re litigation strategy.
03/19/23	Alexandra Schrader	0.40	Telephone conference with C. Boland and K&E team re litigation strategy (.2); correspond with C. McGushin re same (.2).
03/19/23	Michael B. Slade	0.30	Telephone conference with S. Henry, K&E team re litigation strategy and next steps.
03/20/23	Meghan E. Guzaitis	0.80	Compile documents for attorney review in deposition preparation.
03/23/23	Brian Nakhaimousa	0.60	Conference with Haynes and Boone re Emergent Fidelity adversary proceeding agenda (.1); draft amended agenda re same (.3); correspond with Haynes and Boone, Cole Schotz, F. Petrie, K&E team re same (.2).
03/29/23	Meghan E. Guzaitis	1.60	Prepare documents re deposition preparation.
03/29/23	Meghan E. Guzaitis	0.40	Prepare errata sheets re depositions.
03/30/23	Meghan E. Guzaitis	1.40	Prepare documents re deposition preparation.
03/31/23	Meghan E. Guzaitis	0.90	Compile and submit case documents for expert review in fact development.
03/31/23	Meghan E. Guzaitis	1.30	Prepare documents re deposition preparation.
03/31/23	Christine A. Okike, P.C.	1.10	Review and revise response to ad hoc loan group (.9); correspond with Haynes & Boone and K&E teams re same (.2).
Total		25.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077619
Client Matter: 54119-4

In the Matter of Automatic Stay Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 6,706.50

Total legal services rendered

\$ 6,706.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	2.30	735.00	1,690.50
Julia R. Foster	0.50	480.00	240.00
Mason N. Zurek	4.80	995.00	4,776.00
TOTALS	7.60		\$ 6,706.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Julia R. Foster	0.50	Draft motion to enforce automatic stay.
03/03/23	Mason N. Zurek	3.50	Correspond with R. Jacobson re stay enforcement motion (.2); draft and revise same (1.7); review precedent re same (.8); draft and revise declaration re same (.8).
03/04/23	Mason N. Zurek	0.70	Draft and revise stay enforcement motion and declarations in support of same (.6); correspond with R. Jacobson re same (.1).
03/05/23	Mason N. Zurek	0.60	Review and revise stay enforcement motion and declaration in support of same.
03/31/23	Ziv Ben-Shahar	2.30	Research re automatic stay issues re government inquiries (.8); draft memorandum re same (1.5).
Total		7.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077622
Client Matter: 54119-6

In the Matter of Case Administration

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 68,215.00

Total legal services rendered

\$ 68,215.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	0.10	1,605.00	160.50
Ziv Ben-Shahar	0.70	735.00	514.50
Trevor Eck	9.50	735.00	6,982.50
Julia R. Foster	2.50	480.00	1,200.00
David Hackel	4.10	735.00	3,013.50
Rob Jacobson	6.70	1,155.00	7,738.50
Mike James Koch	3.60	735.00	2,646.00
Sarah R. Margolis	3.00	995.00	2,985.00
Brian Nakhaimousa	6.00	995.00	5,970.00
Christine A. Okike, P.C.	9.40	1,850.00	17,390.00
Isabella J. Parette	4.50	735.00	3,307.50
Francis Petrie	2.90	1,295.00	3,755.50
Margaret Reiney	1.50	1,155.00	1,732.50
Jimmy Ryan	2.90	885.00	2,566.50
Luke Spangler	3.30	325.00	1,072.50
Josh Sussberg, P.C.	2.10	2,045.00	4,294.50
Mason N. Zurek	2.90	995.00	2,885.50
TOTALS	65.70		\$ 68,215.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Trevor Eck	0.70	Telephone conference with F. Petrie, K&E team re case status and next steps (.5); review, revise case timeline re same (.2).
03/01/23	Julia R. Foster	0.60	Telephone conference with F. Petrie, K&E team re case status and next steps (.5); prepare re same (.1).
03/01/23	David Hackel	0.70	Conference with R. Jacobson, K&E team re case status, next steps (.5); review, analyze summaries re same (.2).
03/01/23	Rob Jacobson	1.10	Review, revise key dates summary (.6); conference with F. Petrie, K&E team re work in process, next steps (.5).
03/01/23	Mike James Koch	0.50	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
03/01/23	Brian Nakhaimousa	0.60	Conference with F. Petrie, K&E team re work in process.
03/01/23	Isabella J. Paretti	0.60	Conference with F. Petrie, K&E team re work in process.
03/01/23	Francis Petrie	0.60	Telephone conference with R. Jacobson, K&E team re upcoming deadlines and case status.
03/01/23	Jimmy Ryan	0.60	Conference with F. Petrie, K&E team re work in process and next steps.
03/01/23	Luke Spangler	0.60	Telephone conference with F. Petrie, K&E team re case status and upcoming deadlines.
03/01/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process.
03/02/23	Trevor Eck	0.30	Review, revise case timeline and workstream status summary.
03/02/23	Josh Sussberg, P.C.	0.10	Telephone conference with S. Vogel re case status.
03/03/23	Trevor Eck	0.60	Telephone conference with R. Jacobson, K&E team re case status, next steps (.3); review, revise workstream summary re same (.3).
03/03/23	David Hackel	0.40	Conference with R. Jacobson, K&E team re case status, next steps (.3); review, analyze workstream summary re same (.1).
03/03/23	Rob Jacobson	0.50	Conference with M. Reiney, K&E team re work in process, next steps (.3); prepare re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Mike James Koch	0.30	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
03/03/23	Sarah R. Margolis	1.00	Review, revise workstream summary (.5); correspond with T. Eck re same (.2); telephone conference with R. Jacobson, K&E team re work in process (.3).
03/03/23	Brian Nakhaimousa	0.60	Review, revise work in process summary (.3); conference with R. Jacobson, K&E team re same (.3).
03/03/23	Isabella J. Paretti	0.30	Conference with M. Reiney, K&E team re work in process.
03/03/23	Jimmy Ryan	0.30	Telephone conference with R. Jacobson, K&E team re work in process and next steps.
03/03/23	Josh Sussberg, P.C.	0.50	Telephone conference with Company re case status.
03/03/23	Mason N. Zurek	0.40	Telephone conference with F. Petrie, K&E team re work in process (.3); review, analyze summary re same (.1).
03/05/23	Rob Jacobson	0.70	Review, revise key dates summary (.6); correspond with T. Eck re same (.1).
03/06/23	Trevor Eck	1.30	Correspond with Haynes and Boone, Cole Schotz, F. Petrie, K&E team re upcoming case dates and deadlines (.2); review, revise workstream status summary and key dates timeline re case updates (.6); correspond with B. Nakhaimousa, K&E team, Moelis re case hearings and key events summary (.5).
03/06/23	Julia R. Foster	0.90	Correspond with R. Jacobson, B. Nakhaimousa re March 2023 hearings (.5); compile recently filed pleadings (.4).
03/06/23	Francis Petrie	0.50	Telephone conference with R. Jacobson and M. Reiney re work in process.
03/07/23	Trevor Eck	0.90	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); review, revise summaries re same (.4).
03/07/23	Julia R. Foster	0.50	Participate in K&E team conference meeting re work in process.
03/07/23	David Hackel	0.60	Conference with R. Jacobson, K&E team re case status, next steps (.5); review, revise summaries re same (.1).
03/07/23	Rob Jacobson	0.50	Conference with F. Petrie, K&E team re work in process, next steps.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/23	Mike James Koch	0.40	Conference with R. Jacobson, K&E team re critical workstreams, work in process.
03/07/23	Sarah R. Margolis	0.30	Correspond with T. Eck re work in process tracker (.1); telephone conference with R. Jacobson, K&E team re case status, work in process (.2).
03/07/23	Brian Nakhaimousa	0.60	Review, revise work in process summary (.1); conference with F. Petrie, K&E team re work in process, next steps (.5).
03/07/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, J. Sussberg, K&E team re key work streams.
03/07/23	Isabella J. Paretti	0.50	Conference with F. Petrie, K&E team re work in process (.4); correspond with T. Eck re same (.1).
03/07/23	Jimmy Ryan	0.70	Correspond with T. Eck, K&E team re work in process and next steps (.2); conference with M. Reiney, K&E team re same (.5).
03/07/23	Luke Spangler	0.70	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); compile recently filed pleadings (.2).
03/07/23	Josh Sussberg, P.C.	0.30	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re case updates.
03/07/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.5); review summary re same (.1).
03/07/23	Mason N. Zurek	0.10	Review and revise work in process summary.
03/08/23	Trevor Eck	0.20	Correspond with R. Jacobson, BRG re upcoming key dates and deadlines.
03/10/23	Trevor Eck	0.70	Telephone conference with R. Jacobson, K&E team re case status, next steps (.4); review revise summaries re same (.3).
03/10/23	David Hackel	0.10	Conference with R. Jacobson, K&E team re case status, next steps.
03/10/23	Rob Jacobson	0.50	Conference with M. Reiney, K&E team re work in process, next steps (.3); conference with Haynes and Boone team re work in process, coordination (.2).
03/10/23	Mike James Koch	0.20	Conference with R. Jacobson, K&E team re critical workstreams, work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Sarah R. Margolis	0.40	Telephone conference with R. Jacobson, K&E team re work in process, case status.
03/10/23	Brian Nakhaimousa	0.50	Review, revise work in process summary (.2); attend conference with R. Jacobson, K&E team re work in process, next steps (.3).
03/10/23	Isabella J. Paretti	0.50	Conference with M. Reiney, K&E team re work in process.
03/10/23	Jimmy Ryan	0.50	Correspond with T. Eck, K&E team re work in process and next steps (.2); video conference with M. Reiney, K&E team re same (.3).
03/10/23	Mason N. Zurek	0.30	Telephone conference with F. Petrie, K&E team re work in process (.2); review summary re same (.1).
03/12/23	Trevor Eck	0.30	Correspond with R. Jacobson re weekly key dates and deadlines.
03/12/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re work in process, next steps.
03/12/23	Margaret Reiney	0.50	Conference with R. Jacobson, K&E team re work in process.
03/13/23	Trevor Eck	0.80	Review, revise key dates and deadlines tracker re case updates (.5); review, revise workstream status summary re same (.3).
03/13/23	Christine A. Okike, P.C.	0.90	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
03/13/23	Luke Spangler	0.20	Compile recently filed pleadings.
03/14/23	Ziv Ben-Shahar	0.50	Conference with R. Jacobson, K&E team re case updates.
03/14/23	Trevor Eck	1.40	Telephone conference with F. Petrie, K&E team re case status, next steps (.5); review, revise status summaries re same (.3); review, revise key dates and deadline summary re same (.6).
03/14/23	Julia R. Foster	0.50	Telephone conference with F. Petrie, K&E team re work in process.
03/14/23	David Hackel	0.50	Conference with R. Jacobson, K&E team re case status, next steps.
03/14/23	Mike James Koch	0.40	Conference with F. Petrie, K&E team re critical workstreams, work in process.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Sarah R. Margolis	0.70	Review, revise work in process summary (.1); correspond with T. Eck re same (.1); telephone conference with M. Reiney, K&E team re case status, workstreams (.5).
03/14/23	Brian Nakhaimousa	0.70	Review, revise work in process summary (.2); conference with F. Petrie, K&E team re work in process, next steps (.5).
03/14/23	Isabella J. Parette	0.70	Conference with F. Petrie, K&E team re work in process (.5); review, revise workstream summary re same (.2).
03/14/23	Jimmy Ryan	0.50	Conference with F. Petrie, K&E team re work in process and next steps.
03/14/23	Luke Spangler	0.80	Compile recently filed pleadings (.3); telephone conference with F. Petrie, K&E team re case status, next steps (.5).
03/14/23	Mason N. Zurek	0.60	Telephone conference with F. Petrie, K&E team re work in process (.4); review summary re same (.2).
03/15/23	Bob Allen, P.C.	0.10	Conference with C. Okike, K&E team re work in process.
03/15/23	David Hackel	1.50	Draft hearing and status conference update re prior and upcoming hearings (1.4); correspond with M. Reiney re same (.1).
03/15/23	Rob Jacobson	0.80	Conference with F. Petrie, K&E team re work in process, next steps (.5); prepare for same (.3).
03/15/23	Mike James Koch	0.30	Draft agenda re March 23, 2023 hearing (.2); correspond with M. Reiney, J. Ryan re same (.1).
03/15/23	Christine A. Okike, P.C.	1.00	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams (.5); telephone conference with Moelis, BRG, Haynes and Boone, F. Petrie and K&E team re same (.5).
03/15/23	Francis Petrie	0.20	Telephone conference with R. Jacobson, K&E team re work in process.
03/16/23	Trevor Eck	0.60	Correspond with F. Petrie, R. Jacobson re upcoming key case deadlines (.2); draft schedule re same (.4).
03/16/23	Rob Jacobson	0.20	Conference with F. Petrie, J. Chavez re work in process, next steps (.1); prepare for same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Brian Nakhaimousa	0.60	Review, revise agenda re sale hearing (.5); correspond with M. Koch, M. Reiney re same (.1).
03/16/23	Francis Petrie	0.30	Telephone conference with Haynes and Boone team re case updates and coordination.
03/17/23	Ziv Ben-Shahar	0.20	Conference with M. Reiney, K&E team re case updates.
03/17/23	Trevor Eck	1.30	Telephone conference with M. Reiney, K&E team re case status, next steps (.3); review revise process and key deadline summary re same (1.0).
03/17/23	David Hackel	0.30	Conference with T. Eck, K&E team re case status, next steps (.2); review, revise work in process summary re same (.1).
03/17/23	Mike James Koch	0.40	Review, revise agenda re March 23 hearing (.2); correspond with B. Nakhaimousa re same (.1); correspond with M. Reiney, R. Jacobson re same (.1).
03/17/23	Sarah R. Margolis	0.20	Conference with M. Reiney, K&E team re work in process, case status.
03/17/23	Brian Nakhaimousa	1.40	Review, revise work in process summary, calendar of events (1.2); conference with M. Reiney, K&E team re work in process (.2).
03/17/23	Brian Nakhaimousa	0.10	Correspond with M. Koch re revised agenda re sale hearing.
03/17/23	Christine A. Okike, P.C.	0.30	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/17/23	Jimmy Ryan	0.30	Telephone conference with M. Reiney, K&E team re work in process and next steps.
03/17/23	Mason N. Zurek	0.30	Telephone conference with M. Reiney, K&E team re work in process (.2); review and revise summary re same (.1).
03/19/23	Trevor Eck	0.20	Correspond with R. Jacobson re upcoming case dates and deadlines.
03/19/23	Rob Jacobson	0.50	Review, revise case calendar re upcoming hearings, deadlines.
03/19/23	Josh Sussberg, P.C.	0.40	Telephone conference with C. Okike re next steps.
03/20/23	Rob Jacobson	0.50	Conference with F. Petrie, M. Reiney re case status, next steps.
03/20/23	Mike James Koch	0.30	Review, revise agenda re sale hearing.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Mike James Koch	0.20	Correspond with B. Nakhaimousa, K&E team re agenda re sale hearing.
03/20/23	Mike James Koch	0.20	Correspond with F. Petrie, Cole Schotz, Haynes and Boone re agenda re sale hearing.
03/20/23	Christine A. Okike, P.C.	0.70	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/20/23	Isabella J. Paretti	0.10	Review, revise summary re work in process.
03/20/23	Francis Petrie	0.50	Telephone conference with R. Jacobson, M. Reiney re status and work in process.
03/20/23	Margaret Reiney	0.50	Telephone conference with F. Petrie, K&E team re work in process.
03/21/23	Mike James Koch	0.20	Review, revise agenda re March 23 hearing (.1); correspond with F. Petrie re same (.1).
03/21/23	Brian Nakhaimousa	0.80	Review, revise work in process summary (.7); correspond with T. Eck re same (.1).
03/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E teams re key work streams.
03/21/23	Josh Sussberg, P.C.	0.20	Telephone conference with M. Meghji re case status.
03/22/23	Trevor Eck	0.20	Review, revise key dates and deadline summary re case updates.
03/22/23	Brian Nakhaimousa	0.10	Review, revise work in process summary.
03/22/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes and Boone, F. Petrie, K&E teams re key work streams.
03/22/23	Luke Spangler	0.50	Compile recently filed pleadings.
03/23/23	Sarah R. Margolis	0.40	Telephone conference with R. Jacobson re case status, work in process.
03/23/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/23/23	Isabella J. Paretti	1.40	Review sale motion, upcoming deadlines.
03/23/23	Margaret Reiney	0.50	Conference with F. Petrie, K&E team re work in process.
03/24/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie, K&E team re key work streams.
03/24/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/23	Rob Jacobson	0.40	Conference with F. Petrie, M. Reiney re work in process, next steps.
03/27/23	Christine A. Okike, P.C.	0.90	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/27/23	Francis Petrie	0.30	Telephone conference with R. Jacobson, M. Reiney re work in process.
03/27/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
03/28/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/28/23	Luke Spangler	0.50	Compile recently filed pleadings.
03/28/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re case status.
03/29/23	Christine A. Okike, P.C.	0.80	Telephone conference with management, Haynes and Boone, F. Petrie and K&E team re key work streams.
03/29/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re press outreach.
03/30/23	Rob Jacobson	0.50	Conference with F. Petrie, C. Okike, M. Reiney, Haynes and Boone team re work in process, next steps (.3); prepare for same (.2).
03/30/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, Haynes & Boone and K&E teams re key work streams (.5); telephone conference with Haynes & Boone and K&E teams re same (.5).
03/30/23	Isabella J. Parette	0.40	Review recent pleadings (.3); draft summary re same (.1).
03/30/23	Francis Petrie	0.50	Telephone conference with Haynes and Boone team re work in process.
03/30/23	Josh Sussberg, P.C.	0.20	Conference with C. Okike re case status.
03/31/23	Mike James Koch	0.20	Coordinate April 3 status conference logistics.
03/31/23	Christine A. Okike, P.C.	0.50	Telephone conference with management, Haynes & Boone and K&E team re key work streams.
Total		65.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077624
Client Matter: 54119-7

In the Matter of Cash Management

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 191,988.00

Total legal services rendered

\$ 191,988.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.00	735.00	735.00
David Hackel	0.30	735.00	220.50
Rob Jacobson	8.30	1,155.00	9,586.50
Mike James Koch	12.10	735.00	8,893.50
Brian Nakhaimousa	0.10	995.00	99.50
Christine A. Okike, P.C.	26.50	1,850.00	49,025.00
Francis Petrie	55.60	1,295.00	72,002.00
Margaret Reiney	40.40	1,155.00	46,662.00
Jimmy Ryan	1.10	885.00	973.50
Michael B. Slade	0.50	1,855.00	927.50
Josh Sussberg, P.C.	1.40	2,045.00	2,863.00
TOTALS	147.30		\$ 191,988.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Rob Jacobson	4.90	Draft pleadings re release of funds from Silvergate (2.1); correspond with M. Reiney re same (.6); correspond with F. Petrie re same (.2); research precedent re same (1.1); review local rules, bankruptcy rules re procedure re same (.9).
03/02/23	Mike James Koch	0.70	Draft application in lieu of motion in support of stipulation.
03/02/23	Francis Petrie	3.40	Telephone conferences with M. Reiney, K&E team, Holland & Knight, Company, management re cash management stipulation, bank updates (3.2); correspond with Holland & Knight, Company re same (.2).
03/02/23	Francis Petrie	0.50	Telephone conference with Company re communications strategy.
03/02/23	Margaret Reiney	6.30	Correspond with Holland & Knight re Silvergate cash management stipulation (.4); review, revise Silvergate remittance pleadings (1.2); research legal issues re same (.5); correspond with F. Petrie, K&E team, management re same (3.2).
03/02/23	Jimmy Ryan	1.10	Correspond with BRG re cash management report (.2); draft same (.9).
03/02/23	Josh Sussberg, P.C.	0.20	Correspond F. Petrie re Silvergate status and next steps.
03/03/23	Rob Jacobson	3.40	Draft pleadings re release of Silvergate funds (2.4); correspond with M. Reiney, F. Petrie, K&E team re same (.6); review, analyze stipulation, diligence re same (.4).
03/03/23	Mike James Koch	0.60	Revise stipulation re release of reserve funds (.5); correspond with M. Reiney re same (.1).
03/03/23	Francis Petrie	5.70	Correspond with M. Reiney, R. Jacobson re Silvergate stipulation and receipt of funds (.6); review stipulation, motion re funds (3.7); telephone conferences with Holland & Knight re same (.4); video conference with Company re same (1.0).
03/03/23	Francis Petrie	1.30	Review and revise pleadings re cash management motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Margaret Reiney	5.50	Review, revise Silvergate cash management stipulation, pleadings (3.5); research legal issues re same (1.4); correspond with F. Petrie, K&E team re same (.6).
03/03/23	Josh Sussberg, P.C.	0.30	Telephone with F. Petrie re Silvergate cash issues (.2); correspond with Cole Schotz, F. Petrie, K&E team re same (.1).
03/05/23	Ziv Ben-Shahar	1.00	Review and analyze Silvergate stipulation (.4); research re same (.6).
03/06/23	Margaret Reiney	2.20	Prepare U.S. Trustee documentation re code section 345 (.8); correspond with Company re bank account status (.5); review agreements re same (.9).
03/07/23	Mike James Koch	1.60	Research, analyze legal issues re section 345 compliance (1.0); correspond with F. Petrie, M. Reiney re same (.6).
03/07/23	Francis Petrie	0.60	Correspond with M. Reiney, K&E team re bank accounts and section 345 compliance.
03/07/23	Margaret Reiney	1.40	Research re cash management 345 compliance (.8); correspond with F. Petrie, K&E team re same (.6).
03/08/23	Mike James Koch	0.70	Correspond with F. Petrie, M. Reiney re bank account compliance.
03/08/23	Francis Petrie	1.30	Correspond with M. Reiney, K&E team re bank account and 345(b) compliance.
03/08/23	Margaret Reiney	2.10	Review cash management research (.8); correspond with F. Petrie, K&E team re same (1.3).
03/09/23	Mike James Koch	0.70	Draft memorandum re cash management system.
03/09/23	Christine A. Okike, P.C.	1.90	Telephone conference with Company, Berkeley Research Group, M3 Advisors, Brown Rudnick, F. Petrie and K&E team re Silicon Valley Bank (.7); analyze Silicon Valley Bank agreements (.7); telephone conferences with Moelis and F. Petrie re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/09/23	Francis Petrie	6.70	Conference with M. Reiney, Company, Committee re bank account considerations (1.7); correspond with banks re account opening (.3); coordinate, draft diligence requests re same (2.1); telephone conferences with M. Reiney, K&E team, Berkeley Research Group teams re account opening (2.6).
03/09/23	Francis Petrie	2.80	Conferences with Brown Rudnick re cash management system.
03/09/23	Margaret Reiney	2.80	Correspond with F. Petrie, K&E team, Company, Committee re cash management (1.9); review agreements and research re same (.9).
03/09/23	Josh Sussberg, P.C.	0.30	Correspond with F. Petrie re Silicon Valley Bank considerations.
03/10/23	David Hackel	0.30	Research, analyze legal issues re Silicon Valley Bank failure.
03/10/23	Mike James Koch	4.90	Research, analyze legal issues re potential cash management motion (.4); attend telephone conference with F. Petrie, K&E team, Company, Berkeley Research Group, Moelis re cash management update (.2); attend telephone conference with M. Reiney, K&E team, Company, Haynes & Boone re same (.8); attend telephone conference with M. Reiney, Company, Western Alliance Bank re same (.1); draft materials re cash management considerations (1.3); draft materials re U.S. Trustee motion to compel considerations (1.8); correspond with F. Petrie, M. Reiney re same (.3).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077624

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Christine A. Okike, P.C.	7.10	Telephone conferences with F. Petrie, K&E team, Company, Haynes & Boone, Moelis and Berkeley Research Group re Silicon Valley Bank, liquidity position and bank counterparty risk (.8); telephone conference with Moelis and Berkeley Research Group re same (2.0); telephone conference with F. Petrie, K&E team, U.S. Trustee, Haynes & Boone, Brown Rudnick and McCarter & English re Silicon Valley Bank and authorized depository agreement (.4); analyze Silicon Valley Bank receivership and impact on Company funds (2.0); telephone conference with F. Petrie, K&E team, Company, Joint Provisional Liquidators, Walkers and Haynes & Boone re same (.6); telephone conference with F. Petrie, K&E team, C Street and Haynes & Boone re same (.3); telephone conference with F. Petrie, K&E team, Company and Haynes & Boone re Silicon Valley Bank situation (.5); correspond with Moelis and Berkeley Research Group re same (.5).
03/10/23	Francis Petrie	9.80	Conference with C. Okike, K&E team, Company, Haynes & Boone, Moelis and Berkeley Research Group re Silicon Valley Bank failure (.8); conference with C. Okike, K&E team, U.S. Trustee, Haynes & Boone, Brown Rudnick and McCarter & English re Silicon Valley Bank and authorized depository agreement (.4); conference with C. Okike, K&E team, Company, Joint Provisional Liquidators, Walkers and Haynes & Boone re same (.6); conference with C. Okike, K&E team, C Street and Haynes & Boone re same (.3); telephone conference with C. Okike, K&E team, Company and Haynes & Boone re Silicon Valley Bank situation (1.5); correspond with banks re account opening (1.3); draft, coordinate diligence requests re same (3.7); telephone conferences with M. Reiney, K&E team, Berkeley Research Group teams re account opening (1.2).

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077624

BlockFi Inc.

Matter Number:

54119-7

Cash Management

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Margaret Reiney	6.40	Review cash management issues re Silicon Valley Bank (3.8); correspond with F. Petrie, K&E team, Company, BRG re same (1.2); review bank materials re same (1.4).
03/10/23	Josh Sussberg, P.C.	0.50	Correspond with C. Okike re SVB status and money withdrawals (.1); telephone conference with J. Mayers re overall status and U.S. Trustee objection (.4).
03/11/23	Mike James Koch	0.30	Revise agenda re cash management status conference.
03/11/23	Christine A. Okike, P.C.	7.80	Analyze legal issues re Silicon Valley Bank situation (2.8); telephone conference with Berkeley Research Group, Moelis re same (.5); draft talking points re Silicon Valley Bank considerations (3.0); telephone conference with Company, Haynes & Boone team re Silicon Valley Bank (1.5).
03/11/23	Francis Petrie	4.60	Conference with Company, Brown Rudnick re bank account considerations (2.1); draft talking points, correspondence to Company and Brown Rudnick re same (2.5).
03/11/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, Berkeley Research Group re cash management accounts (1.4); review correspondence re same (.5).
03/11/23	Josh Sussberg, P.C.	0.10	Correspond with C. Okike re bank account status.
03/12/23	Christine A. Okike, P.C.	2.30	Analyze legal, business issues re Silicon Valley Bank situation (.3); telephone conference with Company re same (.2); review response to U.S. Trustee re bank account information (.1); draft talking points re cash management considerations (1.0); telephone conference with Berkeley Research Group, Haynes and Boone, F. Petrie and K&E teams re Silicon Valley Bank (.7).
03/12/23	Francis Petrie	7.20	Conference with Company, Brown Rudnick re bank account considerations (1.8); telephone conference with Company re hearing re same (1.2); correspond with C. Okike re status and path forward (.4); draft materials for hearing re cash management (3.3); telephone conference with BRG, M. Reiney re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/23	Margaret Reiney	1.80	Correspond with F. Petrie, K&E team, Berkeley Research Group, Company re cash management, accounts (.5); prepare bank account analyses re section 345, Silicon Valley Bank failure, Company cash management issues (1.3).
03/12/23	Michael B. Slade	0.50	Telephone conference with Company, BRG re cash issues and court hearing.
03/13/23	Christine A. Okike, P.C.	1.40	Review bank account schedule (.5); conference with U.S. Trustee re authorized depositories (.2); analyze banking options (.7).
03/13/23	Francis Petrie	2.10	Review and revise materials re cash management system (1.4); correspond with M. Reiney, K&E team, Company re same (.7).
03/13/23	Margaret Reiney	1.50	Correspond with F. Petrie, K&E team, Company re cash management considerations (.7); review pleading re same (.8).
03/14/23	Christine A. Okike, P.C.	1.60	Analyze bank account options (1.3); telephone conference with U.S. Trustee, Berkeley Research Group re bank account considerations (.3).
03/15/23	Christine A. Okike, P.C.	1.40	Review banking presentation (.7); telephone conference with F. Petrie, K&E team, Brown Rudnick, Berkeley Research Group, Haynes & Boone re same (.7).
03/15/23	Francis Petrie	2.10	Telephone conference with C. Okike, K&E team, Brown Rudnick, Berkeley Research Group, Haynes & Boone re cash management system (.7); telephone conference with Company, Berkeley Research Group, Haynes & Boone re bank options (.6); correspond with U.S. Trustee re banks and related materials (.8).
03/16/23	Francis Petrie	2.20	Correspond with M. Reiney, K&E team, Berkeley Research Group, Company. re new accounts, cash management status (.6); correspond with Company re U.S. Trustee diligence items re banks (1.6).
03/16/23	Margaret Reiney	1.00	Correspond with F. Petrie, K&E team, Company re cash management and bank accounts (.6); review underlying agreements and research re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Christine A. Okike, P.C.	0.50	Analyze potential cash management bank risk profile.
03/17/23	Francis Petrie	1.40	Correspond with M. Reiney, C. Okike re bank accounts (1.0); correspond with U.S. Trustee re status of accounts (.4).
03/19/23	Brian Nakhaimousa	0.10	Correspond with M. Koch, R. Jacobson, M. Reiney re hearing agenda re cash management.
03/20/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company re banking options (.2); analyze banking options (.3).
03/20/23	Margaret Reiney	0.80	Correspond with Company re cash management, U.S. Trustee guidelines.
03/21/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, Kroll, Webster Bank re cash management considerations (.8); attend Silicon Valley Bank first day hearing re same (1.1).
03/22/23	Mike James Koch	2.60	Draft response to UST's 345(b) motion to compel (2.5); correspond with M. Reiney re same (.1).
03/22/23	Christine A. Okike, P.C.	1.50	Prepare for telephone conference with F. Petrie, K&E team, U.S. Trustee, Brown Rudnick re cash management (.2); attend conference re same (.3); analyze cash management issues (1.0).
03/22/23	Francis Petrie	1.80	Telephone conference with C. Okike, U.S. Trustee, Brown Rudnick re bank accounts (.5); correspond with M. Reiney re bank account pleading (.5); review precedent pleadings re same (.8).
03/22/23	Margaret Reiney	2.40	Correspond with F. Petrie, K&E team, U.S. Trustee re cash management UST guideline compliance (.5); review research re same (1.3); correspond with F. Petrie, K&E team re same (.6).
03/23/23	Christine A. Okike, P.C.	0.30	Draft cash management talking points.
03/23/23	Francis Petrie	1.90	Draft talking points re cash management status conference (.8); prepare for hearing re same (1.1).
03/23/23	Margaret Reiney	1.00	Correspond with F. Petrie, K&E team, Webster Bank, Company re cash management status.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Christine A. Okike, P.C.	0.20	Correspond with F. Petrie, K&E team, Company, Berkeley Research Group re cash management issues.
03/24/23	Francis Petrie	0.20	Correspond with U.S. Trustee team re bank accounts.
03/27/23	Margaret Reiney	0.70	Correspond with Company, U.S. Trustee re cash management, compliance.
03/29/23	Margaret Reiney	0.70	Correspond with U.S. Trustee, Company re cash management.
Total		147.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077627
Client Matter: 54119-8

In the Matter of Customer and Vendor Communications

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 8,763.00

Total legal services rendered

\$ 8,763.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.70	1,155.00	808.50
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Isabella J. Paretti	4.60	735.00	3,381.00
Francis Petrie	0.50	1,295.00	647.50
Jimmy Ryan	3.60	885.00	3,186.00
TOTALS	9.80		\$ 8,763.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Isabella J. Paretti	0.20	Correspond with J. Ryan re vendor communication.
03/05/23	Isabella J. Paretti	1.10	Review, revise proposed communications re creditor inquiries (.5); correspond with J. Ryan, K&E team re same (.6).
03/05/23	Jimmy Ryan	0.60	Correspond with R. Jacobson, K&E team re communications re creditor inquiries.
03/06/23	Isabella J. Paretti	2.20	Revise proposed communications re creditor inquiries (1.0); correspond with J. Ryan, K&E team, Haynes and Boone re same (1.2).
03/06/23	Jimmy Ryan	1.40	Correspond with R. Jacobson, K&E team, and Haynes and Boone re responses to creditor inquiries (1.2).; draft responses re same (.2).
03/07/23	Isabella J. Paretti	0.30	Review communications materials re creditor inquiries.
03/07/23	Jimmy Ryan	1.30	Draft communications materials re creditor inquiries (.7); correspond with Haynes and Boone, Kroll re same (.6).
03/10/23	Isabella J. Paretti	0.80	Review, revise communications materials re creditor inquiries (.5); correspond with J. Ryan, K&E team re same (.3).
03/10/23	Jimmy Ryan	0.30	Correspond with I. Paretti, K&E team re creditor inquiry communication materials.
03/16/23	Christine A. Okike, P.C.	0.20	Telephone conference with F. Petrie, K&E team, C Street re customer communications.
03/30/23	Rob Jacobson	0.70	Review, comment on customer communications materials.
03/30/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, C Street and K&E teams re customer communications.
03/30/23	Francis Petrie	0.50	Telephone conference with C. Street team re communications strategy.
Total		9.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077629
Client Matter: 54119-9

In the Matter of Claims Administration and Objections

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 31,928.00

Total legal services rendered

\$ 31,928.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	9.70	735.00	7,129.50
David Hackel	10.50	735.00	7,717.50
Rob Jacobson	0.40	1,155.00	462.00
Mike James Koch	0.60	735.00	441.00
Brian Nakhaimousa	0.80	995.00	796.00
Christine A. Okike, P.C.	1.90	1,850.00	3,515.00
Isabella J. Paretti	0.70	735.00	514.50
Francis Petrie	3.00	1,295.00	3,885.00
Jimmy Ryan	2.60	885.00	2,301.00
Michael B. Slade	0.30	1,855.00	556.50
Josh Sussberg, P.C.	0.60	2,045.00	1,227.00
Mason N. Zurek	3.40	995.00	3,383.00
TOTALS	34.50		\$ 31,928.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Trevor Eck	3.50	Draft memorandum re preference claims issues (2.3); research re same (1.2).
03/01/23	Isabella J. Paretti	0.40	Review, analyze precedent re claims valuation (.2); research re same (.2).
03/01/23	Josh Sussberg, P.C.	0.60	Correspond with management re bar date.
03/01/23	Mason N. Zurek	3.40	Telephone conference with S. Margolis re preferences (.1); correspond with S. Margolis, T. Eck, Z. Ben-Shahar re same (.4); review and revise memorandum re same (2.9).
03/02/23	Trevor Eck	2.90	Review, revise claims objection (1.3); review, revise memorandum re preference claims issues (1.6).
03/03/23	Rob Jacobson	0.40	Correspond with Kroll, Brown Rudnick re Committee communications materials (.2); review, analyze precedent re same (.2).
03/06/23	Trevor Eck	1.60	Draft memorandum re preference claims issues.
03/07/23	Trevor Eck	1.70	Review, revise memorandum re preference claims, related issues.
03/08/23	David Hackel	1.90	Research re claims classifications.
03/09/23	David Hackel	4.00	Research re proofs of claims (.3); correspond with J. Ryan, K&E team re same (.7); review, revise form proofs of claim addendum re employees (3.0).
03/09/23	Jimmy Ryan	1.30	Correspond with J. Ryan, K&E team re director and officer proofs of claim (.7); review, revise same (.6).
03/13/23	David Hackel	2.20	Review, revise form proofs of claim addendum re employees (1.7); review, analyze precedent re same (.2); correspond with J. Ryan, K&E team re same (.3).
03/13/23	Jimmy Ryan	0.60	Correspond with D. Hackel, K&E team re proofs of claims form (.3); review, revise same (.3).
03/14/23	David Hackel	2.40	Review, revise proof of claim addendum (1.9); research, analyze legal issues re same (.5).
03/14/23	Christine A. Okike, P.C.	0.40	Review employee form proof of claim.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Christine A. Okike, P.C.	0.40	Review and revise employee form proof of claim.
03/17/23	Francis Petrie	1.30	Revise D&O proof of claim form (.6); correspond with M. Slade, Company re same (.5); review updates re same (.2).
03/17/23	Michael B. Slade	0.30	Review, revise proof of claim form.
03/21/23	Mike James Koch	0.60	Correspond with Haynes and Boone, Kroll re creditor matrix.
03/21/23	Francis Petrie	0.30	Revise D&O proof of claim form.
03/22/23	Francis Petrie	0.60	Telephone conference and correspond with B. Tichenor re claims matters (.2); review and revise letter re same (.4).
03/23/23	Brian Nakhaimousa	0.30	Conference with Kroll re redacting proofs of claims.
03/24/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone re proof of claim forms.
03/27/23	Jimmy Ryan	0.70	Draft employee form proof of claim addendum.
03/29/23	Brian Nakhaimousa	0.20	Correspond with I. Paretti re scheduled claims re client.
03/29/23	Isabella J. Paretti	0.30	Research re unliquidated claims.
03/30/23	Brian Nakhaimousa	0.30	Conference with I. Paretti, counsel to creditor re bar date.
03/30/23	Christine A. Okike, P.C.	0.60	Telephone conference with Company, Haynes & Boone and K&E teams re claims process (.3); telephone conference with Kroll re claims register (.3).
03/30/23	Francis Petrie	0.80	Correspond with potential claimants re bar date, filing proofs of claim.
Total		34.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077631
Client Matter: 54119-10

In the Matter of Official Committee Matters and Meetings

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 9,369.50

Total legal services rendered

\$ 9,369.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.60	735.00	441.00
Richard U. S. Howell, P.C.	0.80	1,620.00	1,296.00
Rob Jacobson	0.60	1,155.00	693.00
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Isabella J. Paretti	2.00	735.00	1,470.00
Francis Petrie	1.60	1,295.00	2,072.00
Steve Toth	0.50	1,615.00	807.50
TOTALS	7.50		\$ 9,369.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Rob Jacobson	0.10	Conference with Brown Rudnick re UCC communications materials.
03/02/23	Francis Petrie	0.90	Telephone conference with Brown Rudnick, M3 Partners re diligence requests, work in process (.7); correspond with Brown Rudnick re stipulation (.2).
03/03/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/07/23	Isabella J. Paretti	0.50	Draft materials re weekly UCC, parties in interest update (.4); correspond with M. Reiney re same (.1).
03/08/23	Rob Jacobson	0.50	Review, analyze BRG presentation re UCC update materials.
03/08/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/09/23	Christine A. Okike, P.C.	0.80	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
03/09/23	Isabella J. Paretti	0.40	Draft presentation materials re weekly UCC update.
03/09/23	Francis Petrie	0.70	Telephone conference with C. Okike, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
03/15/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/16/23	Christine A. Okike, P.C.	0.60	Telephone conference with F. Petrie, Brown Rudnick, M3 Partners, Elementus, Berkeley Research Group, Moelis, Haynes & Boone re standing UCC update.
03/17/23	Ziv Ben-Shahar	0.60	Review UCC presentation deck.
03/21/23	Richard U. S. Howell, P.C.	0.80	Correspond with M. Slade and K&E team re UCC investigation.
03/22/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.
03/29/23	Steve Toth	0.10	Conference with C. Okike, K&E team, UCC re weekly update.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/23	Isabella J. Paretti	1.10	Draft correspondence for UCC re case updates (.9); correspond with B. Nakhaimousa re same (.2).
Total		7.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077632
Client Matter: 54119-11

In the Matter of Use, Sale, and Disposition of Property

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 188,144.00

Total legal services rendered

\$ 188,144.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.10	735.00	808.50
Trevor Eck	23.70	735.00	17,419.50
Julia R. Foster	0.20	480.00	96.00
Will Guthrie	22.20	1,245.00	27,639.00
David Hackel	0.50	735.00	367.50
Rob Jacobson	0.80	1,155.00	924.00
Mike James Koch	7.80	735.00	5,733.00
Sarah R. Margolis	7.50	995.00	7,462.50
Brian Nakhaimousa	12.90	995.00	12,835.50
Christine A. Okike, P.C.	1.40	1,850.00	2,590.00
Isabella J. Parette	3.10	735.00	2,278.50
Francis Petrie	26.60	1,295.00	34,447.00
Margaret Reiney	49.50	1,155.00	57,172.50
Jimmy Ryan	7.30	885.00	6,460.50
Anthony Vincenzo Sexton, P.C.	0.40	1,680.00	672.00
Trevor Snider	2.80	1,245.00	3,486.00
Steve Toth	4.80	1,615.00	7,752.00
TOTALS	172.60		\$ 188,144.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Will Guthrie	6.60	Draft, review, revise US Farms APA (3.8); review, revise same (.7); review sale order (1.2); draft, review, revise customer platform APA (.9).
03/01/23	Mike James Koch	0.70	Research, review precedent re sale motion considerations (.4); review, revise motion re same (.3).
03/01/23	Francis Petrie	4.20	Review and revise sale motion (1.9); revise order re same (.3); correspond with Moelis re finalizing sale materials (.7); review materials re auction status, final bids (.5); correspond with M. Reiney, K&E team re status and next steps re same (.8).
03/01/23	Margaret Reiney	6.10	Review, revise sale declaration (1.6); correspond with M. Koch, K&E team re same (.7); review, revise sale motion, order (2.8); correspond with J. Ryan, K&E team re same (1.0).
03/01/23	Jimmy Ryan	1.70	Correspond with M. Koch, K&E team re mining sale motion and order (.7); review, revise sale order re same (1.0).
03/01/23	Trevor Snider	1.90	Review privacy policies and terms of services re sale transaction (1.3); review and revise draft asset purchase agreement (.6).
03/01/23	Steve Toth	1.20	Review, revise notes re mining assets auction (.3); conference with W. Guthrie re asset purchase agreements (.3); analyze draft sale order and motion (.6).
03/02/23	Trevor Eck	3.70	Review, revise non-disclosure agreements re counterparty comments (2.3); draft summary of same (1.1); correspond with S. Margolis, K&E team re same (.3).
03/02/23	Will Guthrie	3.10	Review, revise U.S. Farms APA (.9); review, revise customer platform APA (2.2).
03/02/23	Mike James Koch	0.80	Review, revise sale motion re self-mining assets.
03/02/23	Sarah R. Margolis	1.10	Review, revise non-disclosure agreement re counterparty comments (.9); correspond with T. Eck re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Francis Petrie	3.80	Revise and finalize self-mining sale order, motion (2.6); correspond with Cole Schotz re filing re same (.1); correspond with S. Toth, K&E team, purchaser re finalizing asset purchase agreement (1.1).
03/02/23	Margaret Reiney	5.70	Review, revise sale pleadings (3.6); correspond with F. Petrie, K&E team, Moelis re same (1.1); review disbursement requirements re escrow account (1.0).
03/02/23	Jimmy Ryan	1.60	Correspond with M. Reiney, K&E team and Cole Schotz re mining sale motion and order (.8); review, revise motion re same (.8).
03/02/23	Trevor Snider	0.90	Review and revise draft asset purchase agreement re customer accounts.
03/02/23	Steve Toth	1.20	Correspond with F. Petrie, K&E team re sale order (.3); finalize auction winner asset purchase agreement (.6); analyze and revise platform asset purchase agreement (.3).
03/03/23	Trevor Eck	2.10	Review, revise non-disclosure agreements re counterparty comments (1.7); correspond with M. Reiney, K&E team re same (.4).
03/03/23	Mike James Koch	0.20	Review, revise process letter re customer platform asset sale (.1); correspond with B. Nakhaimousa re same (.1).
03/03/23	Brian Nakhaimousa	0.50	Review, revise process letter re customer platform sale (.4); correspond with M. Koch re same (.1).
03/03/23	Brian Nakhaimousa	0.60	Review, revise non-disclosure agreement.
03/03/23	Isabella J. Parette	1.30	Research materials re privacy ombudsman (.6); review precedent pleadings re same (.4); review, analyze considerations re same (.3).
03/03/23	Francis Petrie	0.50	Telephone conference with M. Reiney, Moelis team re joint venture auction update and process.
03/03/23	Margaret Reiney	1.10	Correspond with F. Petrie, K&E team, Moelis re sale process (.7); correspond with Kroll, Moelis re escrow account disbursements (.4).
03/03/23	Steve Toth	0.50	Conference with M. Reiney, K&E team Moelis, Haynes and Boone re joint venture and other asset sales.
03/04/23	Trevor Eck	0.20	Correspond with M. Reiney, K&E team re non-disclosure agreements.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/04/23	Steve Toth	0.40	Analyze and revise backup bidder asset purchase agreement.
03/06/23	Trevor Eck	5.00	Review, revise non-disclosure agreements re counterparty comments (2.0); draft issues lists re same (.6); correspond with M. Reiney, K&E team re same (.6); review, analyze non-disclosure agreements re redaction and confidentiality issues (1.8).
03/06/23	David Hackel	0.30	Review, analyze non-disclosure agreement issues re supplemental declarations.
03/06/23	Sarah R. Margolis	0.70	Review, revise non-disclosure agreement re counterparty comments.
03/06/23	Margaret Reiney	2.70	Review, revise non-disclosure agreements (1.2); correspond with T. Eck, K&E team re same (.6); review, revise sale motion for joint venture assets (.9).
03/06/23	Steve Toth	0.40	Analyze and revise backup bidder asset purchase agreement.
03/07/23	Ziv Ben-Shahar	1.10	Research re consumer privacy ombudsman precedent.
03/07/23	Trevor Eck	2.90	Review, revise sale non-disclosure agreements (1.3); draft summary re indications of interest (1.6).
03/07/23	David Hackel	0.20	Research re consumer privacy ombudsman re sale process.
03/07/23	Sarah R. Margolis	0.40	Review, revise non-disclosure agreement re counterparty comments.
03/07/23	Francis Petrie	1.10	Correspond with M. Reiney re bidding procedures and mining sale process (.5); review and revise materials re platform indications of interest (.6).
03/07/23	Margaret Reiney	3.10	Review, revise non-disclosure agreements (1.3); correspond with S. Margolis, K&E team re same (.5); correspond with F. Petrie, K&E team, Moelis re sale process (.6); correspond with Kroll re deposit disbursement (.3); draft materials re same (.4).
03/07/23	Jimmy Ryan	1.80	Draft sale motion re joint venture mining assets (.8); correspond with M. Reiney re same (.1); review, revise declaration in support of mining sale order (.9).
03/07/23	Steve Toth	0.20	Correspond with potential bidders re bidding procedures.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Trevor Eck	0.20	Review, analyze bid indications of interest.
03/08/23	Francis Petrie	0.30	Telephone conference with Moelis re information sharing considerations.
03/08/23	Margaret Reiney	1.90	Research re disbursement agent compensation as purchaser (.9); correspond with F. Petrie, K&E team, Moelis re same (.5); review customer platform sale timeline (.5).
03/09/23	Trevor Eck	1.00	Review, revise non-disclosure agreement.
03/09/23	Margaret Reiney	1.20	Review correspondence from counterparty re sale process (.7); correspond with F. Petrie, K&E team, Moelis re same (.5).
03/10/23	Sarah R. Margolis	0.30	Review, analyze non-disclosure agreement re counterparty comments (.2); correspond with T. Eck, counterparty re same (.1).
03/13/23	Will Guthrie	0.30	Correspond with Moelis re Norway machines.
03/13/23	Mike James Koch	1.00	Draft notice re amended dates re sale (.4); correspond with B. Nakhaimousa re same (.2); review, revise same (.3); correspond with B. Nakhaimousa re same (.1).
03/13/23	Sarah R. Margolis	0.10	Correspond with counterparty re non-disclosure agreement.
03/13/23	Brian Nakhaimousa	0.70	Review, revise notice re amended bidding procedures timeline (.6); correspond with F. Petrie, M. Koch re same (.1).
03/13/23	Christine A. Okike, P.C.	0.50	Review sale timeline.
03/13/23	Jimmy Ryan	0.10	Correspond with M. Reiney re sale pleadings.
03/14/23	Trevor Eck	0.40	Review, revise non-disclosure agreement re counterparty comments.
03/14/23	Mike James Koch	0.60	Review, revise notice of revised sale and confirmation dates (.5); correspond with F. Petrie, K&E team re same (.1).
03/14/23	Sarah R. Margolis	0.10	Review, analyze non-disclosure agreement re counterparty comments.
03/14/23	Brian Nakhaimousa	0.90	Review, revise notice re sale, confirmation timeline (.3); correspond with M. Reiney, K&E team re same (.6).
03/14/23	Brian Nakhaimousa	0.10	Review, revise hearing agenda re mining sale hearing, other items.
03/14/23	Margaret Reiney	1.30	Correspond with B. Nakhaimousa, K&E team re notice of amended bidding procedures (.6); review, revise same (.7).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Jimmy Ryan	0.20	Correspond with F. Petrie, Moelis team re declaration in support of mining sale (.1); correspond with S. Margolis, K&E team re bidding procedures non-disclosure agreements (.1).
03/15/23	Trevor Eck	2.00	Review, revise non-disclosure agreements re counterparty comments (1.2); correspond with S. Margolis, K&E team, Moelis re same (.2); review, analyze non-disclosure agreements re confidentiality and noticing issues (.6).
03/15/23	Mike James Koch	1.90	Review, revise notice re bidding procedures, sale considerations (1.5); correspond with B. Nakhaimousa, K&E team re same (.4).
03/15/23	Sarah R. Margolis	0.10	Correspond with T. Eck re non-disclosure agreement counterparty comments.
03/15/23	Brian Nakhaimousa	0.20	Review, revise notice of sale, confirmation timeline.
03/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with F. Petrie, Moelis re data analytics re customers (.2); review bid timeline (.3).
03/15/23	Francis Petrie	2.70	Telephone conference with C. Okike, Moelis re sale considerations (.3); review and revise materials re solicitation and sale timeline (1.4); correspond with M. Reiney re sale non-disclosure agreements (.5); review materials re sale restrictions (.5).
03/15/23	Francis Petrie	0.60	Telephone conference with advisor team re sale status.
03/15/23	Margaret Reiney	1.40	Review, revise bidding procedures (.6); correspond with B. Nakhaimousa, K&E team re same (.8).
03/15/23	Jimmy Ryan	0.10	Correspond with S. Margolis, K&E team re bidding procedures non-disclosure agreements.
03/16/23	Trevor Eck	2.70	Review, revise non-disclosure agreement re counterparty comments (1.3); correspond with S. Margolis, K&E team, Moelis re same (.1); review, analyze non-disclosure agreements re confidentiality and notice issues (1.3).
03/16/23	Julia R. Foster	0.20	Correspond with S. Margolis re sale non-disclosure agreement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Mike James Koch	0.30	Correspond with F. Petrie re notice of revised sale and confirmation schedules (.1); review, revise notice re same (.2).
03/16/23	Sarah R. Margolis	1.10	Review, revise non-disclosure agreements re counterparty comments (.9); correspond with T. Eck re same (.1); correspond with non-disclosure agreement counterparty re same (.1).
03/16/23	Brian Nakhaimousa	0.30	Review, revise notice re bidding procedures, timeline re same.
03/16/23	Francis Petrie	0.60	Review declaration in support of bidding procedures.
03/16/23	Margaret Reiney	3.30	Review, revise bidding procedures (.4); correspond with F. Petrie, K&E team re same (.6); review, revise non-disclosure agreement provisions (.8); review, revise declaration in support of mining sale (1.5).
03/16/23	Jimmy Ryan	0.20	Correspond with M. Reiney, M. Koch and Moelis team re declaration in support of mining sale.
03/17/23	Trevor Eck	1.00	Review, revise non-disclosure agreement re counterparty comments (.6); draft non-disclosure agreement counterparty list re notice issues (.4).
03/17/23	Mike James Koch	0.60	Review, revise declaration in support of mining asset sale (.2); correspond with Cole Schotz re same (.1); draft correspondence re sale issue (.3).
03/17/23	Sarah R. Margolis	0.30	Review, analyze non-disclosure agreement re counterparty comments.
03/17/23	Brian Nakhaimousa	3.50	Conference with F. Petrie, M. Reiney re sale re customer platform (.3); correspond with M. Reiney re same (.3); draft, review, revise form master service agreement re confidential data (2.9).
03/17/23	Francis Petrie	2.10	Telephone conference with M. Reiney, K&E team re confidential data (.3); correspond with same re revised sale schedule (.2); revise materials re same (.6); review declaration re bidding procedures (.9); correspond with Cole Schotz re filing of same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Margaret Reiney	3.00	Correspond with F. Petrie, K&E team re sale documentation (.3); review, revise same (.6); review declaration (.4); correspond with F. Petrie, K&E team, Moelis re same (.6); review non-disclosure agreement provisions (.8); conference with B. Nakhaimousa, F. Petrie re confidential data considerations (.3).
03/19/23	Sarah R. Margolis	0.10	Correspond with M. Reiney re non-disclosure agreement comments.
03/20/23	Trevor Eck	1.40	Review, revise non-disclosure agreement materials re mutuality, sale process updates (.7); review, revise non-disclosure agreement re counterparty comments (.3); correspond with S. Margolis, K&E team, Moelis re same (.4).
03/20/23	Rob Jacobson	0.30	Review, comment on hearing agenda re mining sale, other matters.
03/20/23	Mike James Koch	1.20	Draft letter to non-disclosure agreement counterparty re confidentiality considerations (.5); correspond with M. Reiney, K&E team re same (.5); review, revise letter re same (.2).
03/20/23	Mike James Koch	0.50	Draft presentation outline re sale hearing.
03/20/23	Sarah R. Margolis	1.00	Review, analyze non-disclosure agreements re counterparty comments (.4); correspond with B. Nakhaimousa, T. Eck re same (.2); correspond with Moelis team re same (.2); correspond with non-disclosure agreement counterparty re same (.2).
03/20/23	Brian Nakhaimousa	3.10	Review, analyze considerations re UCC confidentiality provision and summarize same (.8); correspond with M. Reiney, K&E team re same (.5); correspond with S. Margolis, T. Eck re same re non-disclosure agreement (.2); review, revise master service agreement re confidential data (1.6).
03/20/23	Brian Nakhaimousa	0.40	Review, revise agenda re sale hearing.
03/20/23	Francis Petrie	0.50	Review docket and related motions re agenda.
03/20/23	Francis Petrie	1.10	Review and revise notice of amended bidding procedures (.6); arrange for filing of same (.2); correspond with Committee re notice of amended bidding procedures (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Francis Petrie	0.80	Review and revise correspondence re claims trading (.3); correspond with M. Reiney and K&E team re confidential data analysis and related documents (.5).
03/20/23	Margaret Reiney	3.70	Correspond with S. Margolis, K&E team, Company re non-disclosure agreements (.8); draft correspondence re same (.6); review, revise master service agreement re confidential data (.5); review, revise bidding procedures (.5); review, revise bidder correspondence re sale (.8); correspond with M. Koch, K&E team re same (.5).
03/20/23	Jimmy Ryan	1.60	Review, revise, comment on letter to confidential counterparty.
03/21/23	Trevor Eck	0.90	Review, revise non-disclosure agreements re counterparty comments (.6); correspond with S. Margolis, K&E team re same (.3).
03/21/23	Will Guthrie	0.70	Correspond with Moelis, K&E team re escrow agreement re U.S. Farms asset purchase agreement (.2); review U.S. Farms asset purchase agreement (.3); correspond with Goldstein & McClintock re US Farms asset purchase agreement (.2).
03/21/23	Rob Jacobson	0.50	Review, comment on hearing agenda re mining sale, other matters (.3); correspond with CS re filing of same (.2).
03/21/23	Sarah R. Margolis	0.70	Correspond with non-disclosure agreement counterparty re non-disclosure agreement comments (.2); correspond with T. Eck, M. Reiney re same (.3); review, revise same (.2).
03/21/23	Francis Petrie	0.50	Revise correspondence from counterparty re non-disclosure agreements.
03/22/23	Trevor Eck	0.20	Review, revise non-disclosure agreement re counterparty comments.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Will Guthrie	3.20	Review Webster Bank form of escrow agreement (.2); draft U.S. Farms asset purchase agreement escrow agreement (1.6); review and analyze escrow agreement precedent (.9); correspond with Goldstein & McClintock re hearing on U.S. Farms asset purchase agreement (.2); correspond with M. Reiney and K&E team re U.S. Farms asset purchase agreement escrow agreement (.2); correspond with M. Reiney and K&E team re hearing on U.S. Farms asset purchase agreement (.1).
03/22/23	Sarah R. Margolis	0.30	Review, revise non-disclosure agreement (.2); correspond with non-disclosure agreement counterparty re same (.1).
03/22/23	Brian Nakhaimousa	2.10	Draft, review, revise advisor non-disclosure agreement.
03/22/23	Brian Nakhaimousa	0.50	Draft amended agenda re sale hearing.
03/22/23	Isabella J. Parette	0.40	Conference with B. Nakhaimousa re amended hearing agenda re mining sale, other matters (.2); review, revise pleading re same (.2).
03/22/23	Francis Petrie	2.40	Telephone conference with Moelis re hearing preparation (.3); review declaration re same (.7); correspond with M. Reiney re customer analysis (.6); review and revise document re same (.8).
03/22/23	Margaret Reiney	0.90	Correspond with F. Petrie, K&E team, Company re sale closing.
03/22/23	Anthony Vincenzo Sexton, P.C.	0.40	Correspond with Company re Deloitte engagement letter issues (.2); telephone conference with F. Petrie, K&E team re deal status (.2).
03/23/23	Will Guthrie	1.70	Draft seller's officer's certificate for U.S. Farms asset purchase agreement (1.1); review and analyze precedent seller's officer's certificates (.3); draft W-9 for execution by Company for U.S. Farms payment (.3).
03/23/23	Sarah R. Margolis	0.10	Review, analyze non-disclosure agreement re counterparty comments.
03/23/23	Francis Petrie	1.40	Review and revise agenda re sale hearing (.4); correspond with M. Reiney, K&E team re same (.3); correspond with M. Reiney, K&E team re disclosures and confidential data analysis (.3); review document re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/23	Francis Petrie	2.30	Prepare talking points for sale hearing (.9); review sale order, motions re sales and related precedent re same (1.4).
03/23/23	Margaret Reiney	2.80	Correspond with F. Petrie, K&E team re sale hearing (.8); review, revise materials re same (1.4); prepare summary of sale hearing (.6).
03/24/23	Will Guthrie	2.60	Telephone conference with Goldstein and McClintock re U.S. Farms asset purchase agreement and escrow (.2); draft U.S. Farms escrow agreement (1.9); prepare signature pages for closing of U.S. Farms asset purchase agreement (.5).
03/24/23	Francis Petrie	0.30	Correspond with M. Reiney, K&E team re finalizing sale, escrow issues.
03/24/23	Margaret Reiney	2.50	Correspond with F. Petrie, K&E team, U.S. Farms, Webster Bank re sale process (1.1); review, revise escrow agreement for sale proceeds (.8); correspond with F. Petrie, K&E team re same (.6).
03/24/23	Steve Toth	0.20	Correspond with M. Reiney re escrow for machines sale.
03/26/23	Will Guthrie	0.20	Correspond with Goldstein and McClintock re escrow agreement.
03/27/23	Will Guthrie	0.10	Correspond with Moelis re Gilley machines.
03/27/23	Margaret Reiney	1.90	Correspond with F. Petrie, K&E team, Company, Webster Bank re escrow account (.8); prepare signature pages, closing materials re sale (1.1).
03/28/23	Will Guthrie	2.80	Draft closing agreement (1.8); correspond with S. Toth re same (.2); review markup to escrow agreement (.5); correspond with Goldstein and McClintock re escrow agreement (.3).
03/28/23	Sarah R. Margolis	0.80	Correspond with T. Eck, I. Paretti re non-disclosure agreement, counterparty comments (.4); correspond with counterparty re same (.2); review, revise same (.2).
03/28/23	Christine A. Okike, P.C.	0.40	Telephone conference with potential counterparty, Paul Weiss, Haynes and Boone, Moelis re claims purchases (.3); telephone conference with Moelis re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Isabella J. Paretti	0.80	Review, revise non-disclosure agreement (.6); correspond with S. Margolis re same (.1); correspond with M. Reiney re same (.1)/.
03/28/23	Margaret Reiney	1.50	Correspond with Company, U.S. Farms re closing mining asset sale (.6); review closing materials re same (.9).
03/28/23	Steve Toth	0.30	Analyze, revise U.S. Farms closing agreement.
03/29/23	Will Guthrie	0.90	Revise U.S. Farms escrow agreement (.5); coordinate signature pages to U.S. Farms documents (.2); correspond with Goldstein and McClintock re U.S. Farms closing (.2).
03/29/23	Margaret Reiney	1.50	Correspond with Company, U.S. Farms, Webster Bank re escrow agreement (.7); review closing materials re mining asset sale (.8).
03/30/23	Francis Petrie	1.00	Telephone conferences with counsel, Moelis re open bids (.8); correspond with Moelis re approach re same (.2).
03/30/23	Margaret Reiney	1.70	Correspond with F. Petrie, K&E team, Company, bidders re sale process (.8); review self-mining sale materials re closing (.9).
03/30/23	Steve Toth	0.40	Conference with bidder, Moelis F. Petrie, K&E team re sale process.
03/31/23	Sarah R. Margolis	0.30	Review, revise non-disclosure agreement re counterparty comments (.1); correspond with I. Paretti re same (.1); correspond with counterparty re same (.1).
03/31/23	Isabella J. Paretti	0.60	Review, revise non-disclosure agreement re Company comments (.5); correspond with S. Margolis re same (.1).
03/31/23	Francis Petrie	0.40	Correspond with bidder counsel re bidding procedures (.2); correspond with Moelis re same (.2).
03/31/23	Margaret Reiney	2.20	Review, revise non-disclosure agreement (.7); correspond with F. Petrie, K&E team, Company, U.S. Farms re mining sale (.8); review, revise closing materials re same (.7).
Total		172.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077634
Client Matter: 54119-12

In the Matter of Corp., Governance, & Securities Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 16,082.50

Total legal services rendered

\$ 16,082.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mike James Koch	0.30	735.00	220.50
Brian Nakhaimousa	0.90	995.00	895.50
Christine A. Okike, P.C.	2.50	1,850.00	4,625.00
Isabella J. Paretti	2.70	735.00	1,984.50
Francis Petrie	1.40	1,295.00	1,813.00
Josh Sussberg, P.C.	3.20	2,045.00	6,544.00
TOTALS	11.00		\$ 16,082.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Josh Sussberg, P.C.	1.40	Correspond with F. Petrie, K&E team re board materials and legal update (.1); attend board meeting (1.3).
03/02/23	Isabella J. Paretti	0.80	Draft board materials re case updates.
03/06/23	Brian Nakhaimousa	0.60	Draft summary re upcoming hearing re board update (.4); correspond with I. Paretti re same (.2).
03/06/23	Isabella J. Paretti	1.90	Draft board materials re updates, status (1.7); correspond with B. Nakhaimousa re same (.2).
03/12/23	Christine A. Okike, P.C.	0.30	Review board deck.
03/16/23	Mike James Koch	0.30	Draft key summaries re board update (.2); correspond with B. Nakhaimousa re same (.1).
03/16/23	Brian Nakhaimousa	0.30	Review, revise chapter 11 update re board presentation (.2); correspond with I. Paretti re same (.1).
03/16/23	Francis Petrie	0.60	Correspond with C. Okike, Company advisors re board materials.
03/22/23	Francis Petrie	0.50	Draft board update re sale hearing.
03/23/23	Francis Petrie	0.30	Draft correspondence to board re lawsuits.
03/29/23	Christine A. Okike, P.C.	1.50	Attend board meeting (1.4); conference with J. Sussberg re same (.1).
03/29/23	Christine A. Okike, P.C.	0.70	Review loan agreements.
03/29/23	Josh Sussberg, P.C.	1.80	Attend board meeting (1.4); follow-up telephone conference with J. Hill re status (.2); telephone conference with C. Okike re same (.2).
Total		11.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077636
Client Matter: 54119-13

In the Matter of Employee Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 23,379.50

Total legal services rendered

\$ 23,379.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	0.80	1,155.00	924.00
Mike James Koch	1.00	735.00	735.00
Christine A. Okike, P.C.	1.10	1,850.00	2,035.00
Francis Petrie	13.40	1,295.00	17,353.00
Margaret Reiney	1.20	1,155.00	1,386.00
Michael B. Slade	0.40	1,855.00	742.00
Josh Sussberg, P.C.	0.10	2,045.00	204.50
TOTALS	18.00		\$ 23,379.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Francis Petrie	0.50	Telephone conference with E. Podaras, Company re employee issues.
03/03/23	Josh Sussberg, P.C.	0.10	Correspond with W. Pruitt re director indemnification.
03/06/23	Rob Jacobson	0.80	Review, comment on company script for all hands call.
03/06/23	Margaret Reiney	1.20	Revise employee updates re transaction status.
03/07/23	Francis Petrie	1.10	Telephone conference with Company re employee issues (.5); review updates re transactions status (.3); revise re same (.3).
03/09/23	Christine A. Okike, P.C.	0.40	Telephone conference with Company, C Street, Haynes and Boone, F. Petrie, K&E teams re employee matters.
03/09/23	Francis Petrie	0.90	Telephone conference with Company re employee issues (.5); correspond with M. Reiney, K&E team re updates re same (.4).
03/14/23	Francis Petrie	1.20	Revise pleadings re employee indemnification issues (.9); telephone conference with M. Slade, K&E team, Company re employee issues (.3).
03/14/23	Michael B. Slade	0.40	Telephone conference with Company, F. Petrie, K&E team, C Street, BRG re employee considerations.
03/15/23	Francis Petrie	0.60	Revise form re employee issues (.4); review updates re same (.2).
03/16/23	Francis Petrie	1.10	Telephone conference with Company re employee issues (.5); telephone conference with C Street team re employee communications (.6).
03/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, Haynes and Boone, F. Petrie, K&E team re employee matters.
03/21/23	Francis Petrie	0.40	Telephone conference with Company, C. Okike, K&E team, Haynes and Boone re employee issues.
03/22/23	Francis Petrie	0.80	Telephone conference with C Street team re employee communications (.3); review and revise Company document re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Francis Petrie	1.10	Participate in executive team session re lawsuits, indemnification issues (.5); prepare for meeting re same (.6).
03/27/23	Francis Petrie	1.10	Revise document re employee issues (.7); prepare for telephone conference with employees re ongoing issues (.4).
03/28/23	Francis Petrie	3.30	Telephone conference with employees re indemnification issues (.6); revise related correspondence re same (.5); correspond with M. Crowell re same (.5); telephone conference with Company re employee issues (.6); draft follow up correspondence re same (.5); review correspondence re retention bonuses (.4); draft correspondence re same (.2).
03/29/23	Mike James Koch	1.00	Review, analyze schedules re 401(k) plan, ERISA considerations (.8); correspond with F. Petrie re same (.2).
03/29/23	Francis Petrie	0.40	Correspond with M. Koch, K&E team re ongoing employee issue (.2); review research re DOL question (.2).
03/30/23	Christine A. Okike, P.C.	0.20	Telephone conference with management, F. Petrie and K&E team re employee issues.
03/30/23	Francis Petrie	0.90	Telephone conference with M. Crowell, Company re employee issues (.5); telephone conference with executive team re employee issues (.4).
Total		18.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077638
Client Matter: 54119-14

In the Matter of Executory Contracts and Unexpired Leases

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 2,425.50

Total legal services rendered

\$ 2,425.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Rob Jacobson	2.10	1,155.00	2,425.50
TOTALS	2.10		\$ 2,425.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Rob Jacobson	2.10	Review, comment on lease rejection motion (1.3); review precedent re same (.6); correspond with Haynes Boone team re same (.2).
Total		2.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077643
Client Matter: 54119-16

In the Matter of Hearings

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 20,094.00

Total legal services rendered

\$ 20,094.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Cade C. Boland	1.40	985.00	1,379.00
Julia R. Foster	0.60	480.00	288.00
Rob Jacobson	0.50	1,155.00	577.50
Brian Nakhaimousa	2.10	995.00	2,089.50
Christine A. Okike, P.C.	4.70	1,850.00	8,695.00
Francis Petrie	1.30	1,295.00	1,683.50
Margaret Reiney	2.00	1,155.00	2,310.00
Jimmy Ryan	0.70	885.00	619.50
Michael B. Slade	1.00	1,855.00	1,855.00
Mason N. Zurek	0.60	995.00	597.00
TOTALS	14.90		\$ 20,094.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/23	Julia R. Foster	0.60	Set up and monitor line for telephonic hearing.
03/13/23	Rob Jacobson	0.50	Telephonically attend March 13 hearing and status conference on wallet withdrawal matters.
03/13/23	Brian Nakhaimousa	0.60	Telephone conference re wallet, cash management.
03/13/23	Christine A. Okike, P.C.	3.20	Attend hearing (.5); prepare for same (2.7).
03/13/23	Francis Petrie	0.60	Attend hearing on wallet, cash management issues (.5); prepare for same (.1).
03/13/23	Margaret Reiney	0.80	Attend hearing (.5); prepare for same (.3).
03/13/23	Jimmy Ryan	0.70	Telephonically attend hearing (.5); prepare for same (.2).
03/13/23	Michael B. Slade	1.00	Telephonically attend court hearing (.4); correspond with ad hoc committee re same (.6).
03/13/23	Mason N. Zurek	0.60	Telephonically attend hearing.
03/23/23	Cade C. Boland	1.40	Virtually attend hearing.
03/23/23	Brian Nakhaimousa	1.50	Telephonically attend sale hearing.
03/23/23	Christine A. Okike, P.C.	1.50	Attend hearing.
03/23/23	Francis Petrie	0.70	Participate in sale and preliminary injunction hearing.
03/23/23	Margaret Reiney	1.20	Attend hearing.
Total		14.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077645
Client Matter: 54119-17

In the Matter of Insurance and Surety Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 15,500.00

Total legal services rendered

\$ 15,500.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William T. Pruitt	10.00	1,550.00	15,500.00
TOTALS	10.00		\$ 15,500.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	William T. Pruitt	0.70	Analyze insurance issues re litigation (.2); analyze notice of same to D&O insurers (.2); correspond with Company, K&E teams and broker re same (.3).
03/02/23	William T. Pruitt	0.30	Analyze D&O policies and correspond with broker and K. Scherling re same (.1); analyze D&O claim notice (.1); correspond with broker re same (.1).
03/03/23	William T. Pruitt	0.60	Analyze claim notice under D&O insurance (.2); correspond with broker and Company re same (.2); correspond with Company, K&E team re same (.2).
03/07/23	William T. Pruitt	0.30	Analyze insurance coverage (.2); correspond with broker re same (.1).
03/08/23	William T. Pruitt	0.30	Analyze insurance issues (.2); correspond with broker re same (.1).
03/09/23	William T. Pruitt	1.90	Review insurance matters (.6); correspond with M. Slade re same (.2); correspond with Company re same (.3); telephone conferences with M. Slade and L. Thorne re insurance matters (.6); correspond with M. Slade and broker re same (.2).
03/10/23	William T. Pruitt	0.80	Analyze D&O insurance matters (.2); correspond with broker re same (.1); prepare for and participate in telephone conference with Company re same (.5).
03/12/23	William T. Pruitt	0.30	Analyze counsel selection and insurer approval of same (.2); correspond with Y. Mushkin and insurance broker re same (.1).
03/15/23	William T. Pruitt	0.30	Analyze status of D&O coverage position (.2); correspond with broker and L. Thorne re same (.1).
03/16/23	William T. Pruitt	0.50	Review and analyze insurance language in draft certification.
03/17/23	William T. Pruitt	0.50	Analyze insurance coverage matters (.3); correspond with insurance broker re insurer coverage position (.1); correspond with executive counsel re same (.1).
03/20/23	William T. Pruitt	0.30	Analyze insurance matters (.2); correspond with broker re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/23	William T. Pruitt	0.30	Analyze D&O insurance matters (.1); correspond with Company executive team re same (.1); correspond with broker re same (.1).
03/22/23	William T. Pruitt	0.30	Analyze re D&O insurance status (.2); correspond with Company executive team re update on same (.1).
03/23/23	William T. Pruitt	0.50	Analyze prior claim submission to D&O insurance (.2); correspond with Company and broker re same (.2); correspond with F. Marquez re insurance matters and status (.1).
03/24/23	William T. Pruitt	0.50	Analyze insurance matters (.2); analyze insurer question re indemnification (.2); correspond with M. Slade and broker re same (.1).
03/27/23	William T. Pruitt	0.40	Analyze D&O insurance status (.1); correspond with Company re same (.3).
03/28/23	William T. Pruitt	0.30	Analyze executive counsel request for deposition prep documents (.2); correspond with L. Riff re same (.1).
03/31/23	William T. Pruitt	0.90	Analyze insurance-related discovery (.3); correspond with Haynes and Boone and Aon teams re same and re collection of responsive documents (.3); analyze update on insurer coverage positions and correspond with broker re same (.2); correspond with Y. Mushkin re same (.1).
Total		10.00	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077646
Client Matter: 54119-18

In the Matter of Disclosure Statement, Plan, Confirmation

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 326,465.00

Total legal services rendered

\$ 326,465.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	47.90	735.00	35,206.50
Trevor Eck	34.40	735.00	25,284.00
Julia R. Foster	1.00	480.00	480.00
David Hackel	5.60	735.00	4,116.00
Rob Jacobson	4.00	1,155.00	4,620.00
Mike James Koch	42.20	735.00	31,017.00
Sarah R. Margolis	11.30	995.00	11,243.50
Brian Nakhaimousa	82.50	995.00	82,087.50
Christine A. Okike, P.C.	11.70	1,850.00	21,645.00
Isabella J. Paretti	5.20	735.00	3,822.00
Francis Petrie	39.60	1,295.00	51,282.00
Margaret Reiney	20.50	1,155.00	23,677.50
Laura K. Riff	0.80	1,405.00	1,124.00
Jimmy Ryan	29.40	885.00	26,019.00
Luke Spangler	0.20	325.00	65.00
Mason N. Zurek	4.80	995.00	4,776.00
TOTALS	341.10		\$ 326,465.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Ziv Ben-Shahar	6.10	Draft disclosure statement motion (3.5); revise same (2.6).
03/01/23	Trevor Eck	1.20	Review, revise disclosure statement (.6); research re plan deadline matters (.6).
03/01/23	Sarah R. Margolis	1.80	Correspond with T. Eck re disclosure statement (.5); review, revise same (1.3).
03/01/23	Laura K. Riff	0.80	Conference with Company, M. Slade and K&E team re litigation analysis.
03/01/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar re exclusivity extension motion.
03/02/23	Ziv Ben-Shahar	0.80	Review, revise disclosure statement motion.
03/03/23	Ziv Ben-Shahar	5.00	Review, revise disclosure statement motion exhibits (3.8); research precedent re same (1.2).
03/03/23	Trevor Eck	3.00	Revise disclosure statement.
03/03/23	Sarah R. Margolis	0.30	Telephone conference with B. Nakhaimousa re disclosure statement (.2); revise disclosure statement re same (.1).
03/04/23	Trevor Eck	2.80	Revise disclosure statement.
03/04/23	Brian Nakhaimousa	0.10	Correspond with Z. Ben-Shahar re disclosure statement motion exhibits.
03/05/23	Ziv Ben-Shahar	2.60	Revise disclosure statement motion exhibits (2.4); correspond with B. Nakhaimousa re same (.2).
03/05/23	Trevor Eck	1.40	Revise disclosure statement.
03/05/23	Trevor Eck	0.20	Correspond with R. Jacobson re confirmation filing deadlines.
03/05/23	Brian Nakhaimousa	0.20	Correspond with R. Jacobson, Z. Ben-Shahar re disclosure statement motion exhibits.
03/06/23	Ziv Ben-Shahar	4.50	Review, revise disclosure statement motion (2.9); research, analyze precedent re same (1.3); revise disclosure statement exhibits (.3).
03/06/23	Ziv Ben-Shahar	1.20	Revise motion re plan exclusivity (1.1); correspond with M. Zurek re same (.1).
03/06/23	Trevor Eck	1.40	Revise disclosure statement.
03/06/23	Sarah R. Margolis	2.00	Revise disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/23	Brian Nakhaimousa	3.70	Revise disclosure statement motion (2.8); review, revise disclosure statement motion exhibits (.9).
03/06/23	Francis Petrie	0.90	Review exclusivity motion.
03/06/23	Mason N. Zurek	0.10	Correspond with Z. Ben-Shahar re exclusivity motion.
03/07/23	Ziv Ben-Shahar	4.40	Revise disclosure statement motion exhibits (3.9); correspond with B. Nakhaimousa re same (.5).
03/07/23	Ziv Ben-Shahar	0.80	Review, revise exclusivity motion (.7); correspond with M. Zurek re same (.1).
03/07/23	Sarah R. Margolis	2.90	Review, revise disclosure statement.
03/07/23	Brian Nakhaimousa	5.50	Analyze precedent, NJ local rules re disclosure statement motion (1.2); revise disclosure statement motion (3.8); correspond with Z. Ben-Shahar re disclosure statement, disclosure statement motion (.5).
03/07/23	Mason N. Zurek	0.40	Revise exclusivity motion (.3); correspond with Z. Ben-Shahar re same (.1).
03/08/23	Ziv Ben-Shahar	5.60	Draft disclosure statement motion (2.8); review, revise same (2.6); correspond with B. Nakhaimousa re same (.2).
03/08/23	Trevor Eck	8.50	Draft disclosure statement (3.9); revise disclosure statement (.9); analyze precedent re same (1.4); review, revise disclosure statement exhibits (2.1); correspond and telephone conference with B. Nakhaimousa re same (.2).
03/08/23	Julia R. Foster	0.30	Research precedent re disclosure statement motions.
03/08/23	Rob Jacobson	0.20	Correspond with C. Okike re confirmation dates (.1); correspond with BRG re same (.1).
03/08/23	Sarah R. Margolis	3.30	Review, revise disclosure statement.
03/08/23	Brian Nakhaimousa	6.20	Revise disclosure statement motion (2.1); analyze precedent re same (1.1); correspond with Z. Ben-Shahar re same (.2); review, revise disclosure statement motion exhibits (2.3); conference with T. Eck re same (.3); correspond with Z. Ben Shahar, T. Eck re same (.2).
03/08/23	Francis Petrie	0.90	Telephone conference with advisor team re plan (.7); prepare for same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Luke Spangler	0.20	Research and compile precedent re disclosure statement and distribute to S. Margolis.
03/09/23	Ziv Ben-Shahar	3.80	Revise disclosure statement motion.
03/09/23	Trevor Eck	6.30	Draft disclosure statement exhibits (3.9); revise disclosure statement exhibits (.5); analyze precedent re same (1.9).
03/09/23	Trevor Eck	0.40	Correspond with F. Petrie, K&E team plan deadlines.
03/09/23	Brian Nakhaimousa	4.20	Analyze precedent re disclosure statement motion (1.1); revise same (3.1).
03/09/23	Francis Petrie	1.10	Review and revise solicitation schedule (.7); correspond with B. Nakhaimousa, K&E team re same (.4).
03/10/23	Ziv Ben-Shahar	1.30	Revise disclosure statement motion (1.1); correspond with B. Nakhaimousa re same (.2).
03/10/23	Trevor Eck	4.40	Draft disclosure statement exhibits (3.9); revise disclosure statement (.5).
03/10/23	Sarah R. Margolis	0.40	Review, analyze disclosure statement.
03/10/23	Brian Nakhaimousa	3.70	Revise disclosure statement motion exhibits (1.1); conference with T. Eck re same (.2); revise disclosure statement motion (2.2); correspond with Z. Ben Shahar re same (.2).
03/13/23	Julia R. Foster	0.40	Research precedent re chapter 11 plans.
03/13/23	Rob Jacobson	1.10	Review, comment on disclosure statement.
03/13/23	Brian Nakhaimousa	1.30	Analyze considerations re costs re plan strategies (.6); conference with F. Petrie re b disclosure statement and confirmation timeline (.7).
03/13/23	Francis Petrie	0.70	Office conference with B. Nakhaimousa re disclosure statement and confirmation timeline.
03/14/23	Brian Nakhaimousa	1.10	Revise summary table re plan.
03/14/23	Christine A. Okike, P.C.	1.10	Analyze plan confirmation strategy.
03/14/23	Francis Petrie	0.90	Review and revise pleadings re case calendar and sale timeline.
03/14/23	Francis Petrie	0.40	Review draft exclusivity motion.
03/15/23	Ziv Ben-Shahar	1.80	Correspond with M. Zurek re exclusivity motion (.4); revise motion re same (1.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Brian Nakhaimousa	1.60	Revise disclosure statement motion (1.4); correspond with Kroll re confirmation timeline (.2).
03/15/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re waterfall analysis.
03/15/23	Mason N. Zurek	0.60	Correspond with Z. Ben-Shahar, K&E team re exclusivity motion (.4); review and revise same (.2).
03/16/23	Ziv Ben-Shahar	1.20	Conference with Kroll, B. Nakhaimousa, R. Jacobson re disclosure statement motion timeline (.5); prepare for same (.3); correspond with B. Nakhaimousa re same (.4).
03/16/23	Ziv Ben-Shahar	1.50	Revise disclosure statement motion (.4); draft notice re same (1.1).
03/16/23	Trevor Eck	0.80	Draft disclosure statement motion exhibits.
03/16/23	Rob Jacobson	1.40	Conference with B. Nakhaimousa, Kroll team re disclosure statement, plan solicitation, timelines (.5); conferences with B. Nakhaimousa re same (.5); review, analyze solicitation timeline (.4).
03/16/23	Mike James Koch	0.20	Analyze case management order re confirmation timeline considerations (.1); correspond with B. Nakhaimousa re same (.1).
03/16/23	Brian Nakhaimousa	1.70	Conference with Kroll, R. Jacobson re confirmation timeline, solicitation (.5); prepare for same (.8); conference with Z. Ben- Shahar, K&E team re same (.4).
03/16/23	Christine A. Okike, P.C.	0.90	Review intercompany claims presentation.
03/16/23	Francis Petrie	1.30	Review exclusivity motion.
03/16/23	Francis Petrie	1.30	Correspond with B. Nakhaimousa K&E team re solicitation schedule, procedures (.6); review notice re case timeline (.7).
03/17/23	Ziv Ben-Shahar	0.40	Review disclosure statement motion (.3); correspond with B. Nakhaimousa re same (.1).
03/17/23	Brian Nakhaimousa	2.20	Revise disclosure statement motion (1.9); draft, review, revise disclosure statement motion notice (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, BRG and F. Petrie, K&E teams re plan waterfall analysis.
03/17/23	Isabella J. Paretti	0.20	Research re loan collateral re disclosure statement.
03/18/23	Brian Nakhaimousa	0.60	Review, revise disclosure statement motion notice (.2); review, revise disclosure statement motion order (.4).
03/19/23	Ziv Ben-Shahar	1.30	Review, revise exclusivity motion.
03/19/23	Trevor Eck	0.60	Revise disclosure statement motion exhibits.
03/19/23	Francis Petrie	2.00	Review and revise exclusivity motion.
03/19/23	Mason N. Zurek	0.30	Review, revise exclusivity extension motion.
03/20/23	Ziv Ben-Shahar	3.80	Review, revise exclusivity motion (1.9); correspond with M. Zurek re same (.1); correspond with F. Petrie, M. Reiney, M. Zurek re exclusivity motion (.5); review, revise exclusivity motion re same (1.3).
03/20/23	Trevor Eck	0.70	Revise disclosure statement exhibits.
03/20/23	David Hackel	3.30	Research precedent confirmation documents re plan matters (.8); review, analyze same (1.3); draft correspondence to M. Reiney, K&E team re same (1.2).
03/20/23	David Hackel	2.30	Review, analyze precedent confirmation documents re plan matters (2.1); correspond with M. Reiney re same (.1); research re same (.1).
03/20/23	Brian Nakhaimousa	2.90	Conference with F. Petrie, M. Reiney, BRG teams re waterfall considerations (.3); research, analyze precedent re same (2.2); correspond with Z. Ben-Shahar re disclosure statement motion (.1); revise notice of amended confirmation dates (.3).
03/20/23	Christine A. Okike, P.C.	0.40	Review plan timeline (.1); correspond with F. Petrie re same (.1); review waterfall analysis (.2).
03/20/23	Francis Petrie	2.90	Telephone conferences with BRG team re waterfall analysis (.7); review research re same (.5); telephone conferences with BRG team re intercompany netting (.8); telephone conference with B. Nakhaimousa re same (.4); office conferences re intercompany claims (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Francis Petrie	2.20	Review and revise exclusivity motion (1.7); correspond with M. Zurek, K&E team re same (.2); review precedent motions re same (.3).
03/20/23	Margaret Reiney	0.90	Review, revise exclusivity motion.
03/20/23	Mason N. Zurek	1.70	Telephone conference with Z. Ben-Shahar re exclusivity motion (.1); review and revise same (1.1); correspond with M. Reiney, K&E team re same (.5).
03/21/23	Ziv Ben-Shahar	1.80	Revise exclusivity motion (1.3); correspond with M. Reiney, M. Zurek re same (.5).
03/21/23	Trevor Eck	0.30	Review, revise key dates and deadlines summary.
03/21/23	Rob Jacobson	0.60	Review, comment on disclosure statement, disclosure statement motion (.4); correspond with A. Sexton, S. Cantor re tax issues, timing considerations (.2).
03/21/23	Mike James Koch	3.80	Office conference with B. Nakhaimousa, J. Ryan re claims classification considerations (.2); research legal issues re same (3.3); correspond with B. Nakhaimousa, J. Ryan re same (.3).
03/21/23	Sarah R. Margolis	0.30	Analyze public filings re disclosure statement (.2); correspond with T. Eck re same (.1).
03/21/23	Brian Nakhaimousa	6.10	Revise disclosure statement motion exhibits (3.2); conferences with M. Koch, J. Ryan re plan classification research (.6); research, analyze precedent re same (1.2); revise disclosure statement motion (1.1).
03/21/23	Christine A. Okike, P.C.	1.00	Review exclusivity extension motion (.8); telephone conference with F. Petrie re plan (.2).
03/21/23	Isabella J. Paretti	0.80	Correspond with B. Nakhaimousa re research re disclosure statement (.2); research re same (.6).
03/21/23	Francis Petrie	1.00	Review and revise exclusivity motion (.8); correspond with Cole Schotz, M. Reiney re filing of same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/21/23	Francis Petrie	1.90	Telephone conference with C. Okike re plan treatment and classification (.2); office conference with J. Ryan, M. Reiney re same (.5); review analysis re classification, draft plan (.8); telephone conference with B. Nakhaimousa re plan matters (.2); review updates re same (.2).
03/21/23	Margaret Reiney	2.10	Revise exclusivity motion (1.4); correspond with M. Zurek, K&E team, Cole Schotz re same (.7).
03/21/23	Jimmy Ryan	2.60	Correspond with M. Koch, K&E team re classifications under chapter 11 plan (.4); research re same (.4); conference with M. Koch and B. Nakhaimousa re same (.7); correspond with M. Koch and B. Nakhaimousa re same (.7); office conference with F. Petrie and M. Reiney re chapter 11 plan (.4).
03/21/23	Mason N. Zurek	1.60	Correspond with Z. Ben-Shahar, M. Reiney, F. Petrie, K&E team re exclusivity extension motion (.7); revise same (.9).
03/22/23	Trevor Eck	2.40	Revise disclosure statement.
03/22/23	Rob Jacobson	0.70	Prepare for conference with F. Petrie, K&E teams re plan updates (.5); telephone conference with F. Petrie, K&E teams re same (.2).
03/22/23	Mike James Koch	1.60	Analyze legal issues re claims classification considerations (.5); correspond with B. Nakhaimousa, J. Ryan re same (.1); research, analyze legal issues re classification considerations (1.0).
03/22/23	Brian Nakhaimousa	3.90	Research, analyze plan treatment considerations (2.4); correspond with M. Koch, J. Ryan re same (.3); review, revise disclosure statement exhibits (1.2).
03/22/23	Christine A. Okike, P.C.	1.00	Telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re plan waterfall analysis.
03/22/23	Francis Petrie	0.80	Telephone conference with BRG team, Company re distributions and plan structure.
03/22/23	Jimmy Ryan	0.60	Correspond with M. Koch, K&E team re chapter 11 plan issues (.3); research re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/23	Mike James Koch	6.50	Research, analyze legal issues re plan classification considerations (2.5); correspond with R. Jacobson re same (.1); research, analyze legal issues re plan classification (3.6); conference with J. Ryan re same (.3).
03/23/23	Brian Nakhaimousa	1.10	Conference with J. Ryan re plan classification (.4); research, analyze considerations re same (.5); correspond with M. Koch, J. Ryan re same (.2).
03/23/23	Francis Petrie	0.90	Telephone conference with R. Jacobson, M. Reiney re deal documents (.5); telephone conference with Haynes and Boone team re case coordination and plan construct (.4).
03/23/23	Jimmy Ryan	1.60	Correspond with M. Koch, K&E team re treatment under chapter 11 plan (.3); research re same (.1); conference with D. Latona and B. Nakhaimousa re same (.3); telephone conference with B. Nakhaimousa re same (.1); telephone conference with M. Koch re same (.2); review, revise, comment on memorandum re same (.6).
03/24/23	Mike James Koch	4.20	Research, analyze legal issues re claims classification (3.0); correspond with B. Nakhaimousa, F. Petrie, K&E team re same (.5); research, analyze legal issues re same (.6); correspond with F. Petrie, K&E team re same (.1).
03/24/23	Brian Nakhaimousa	4.20	Analyze precedent re plan classification (.3); correspond with M. Koch re same (.2); review, revise disclosure statement motion exhibits (3.7).
03/24/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, BRG, Haynes and Boone, F. Petrie, K&E teams re plan waterfall analysis.
03/24/23	Francis Petrie	2.40	Telephone conference re waterfall and plan structure (.8); review research documentation re same (1.1); review research re claim classification matters (.5).
03/24/23	Margaret Reiney	1.30	Review waterfall analysis (.7); correspond with F. Petrie, K&E team re same (.6).
03/27/23	Julia R. Foster	0.30	Research precedent re Voyager disclosure statement exhibits.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/23	Mike James Koch	2.20	Conference with B. Nakhaimousa re disclosure statement considerations (.1); review, analyze legal issues re same (2.1).
03/27/23	Brian Nakhaimousa	7.70	Conference with F. Petrie, M. Reiney re solicitation timeline (.2); correspond with M. Koch re precedent re voting declarations (.3); conference with M. Koch re plan considerations (.2); analyze considerations re solicitation timeline (.5); conference with Kroll re same (.2); conference with BRG re voting classes (.2); correspond with BRG re same (.1); correspond with F. Petrie, M. Reiney, R. Jacobson re considerations re solicitation timeline (.2); revise disclosure statement motion re same (2.1); draft ballots re amended plan (2.1); revise disclosure statement (1.1); review disclosure statement precedent re same (.5).
03/27/23	Christine A. Okike, P.C.	2.20	Review plan waterfall analysis (1.6); telephone conference with Moelis, BRG, Haynes and Boone, F. Petrie, K&E teams re same (.6).
03/27/23	Francis Petrie	4.70	Telephone conference re waterfall and plan structure (.6); correspond with M. Reiney, K&E team re solicitation and plan structuring (2.2); revise document re classification (.8); review correspondence from M. Koch and research re 510(b) claims (.5); review research re netting and setoff (.6).
03/27/23	Margaret Reiney	2.90	Correspond with F. Petrie, K&E team re confirmation updates (.7); review disclosure statement (.4); review plan research (1.2); correspond with M. Koch, K&E team re same (.6).
03/27/23	Jimmy Ryan	0.40	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Mike James Koch	9.80	Conference with B. Nakhaimousa re disclosure statement considerations (.1); draft agenda re disclosure statement conference (.2); correspond with F. Petrie, K&E team re same (.1); conference with M. Reiney, K&E team re disclosure statement considerations (.5); conference with C. Okike, K&E team re same (.5); review, revise disclosure statement (3.9); research, analyze legal issues re same (3.1); revise disclosure statement (1.4).
03/28/23	Brian Nakhaimousa	11.30	Revise disclosure statement (3.9); review, analyze district of New Jersey precedent re same (1.1); review, revise disclosure statement motion re amended plan (3.1); draft ballots re amended plan (2.1); conference with M. Reiney, K&E team re plan classification, solicitation (.5); conference with C. Okike, K&E team re plan classification, solicitation (.6).
03/28/23	Christine A. Okike, P.C.	0.50	Telephone conference with F. Petrie, K&E team re plan.
03/28/23	Francis Petrie	3.20	Telephone conference with M. Reiney, K&E team re plan classification (.5); telephone conference with C. Okike re same (.5); review documentation and correspondence re same (.4); review research re claim calculation (.1); review research re governmental treatment (.5); telephone conference with Paul Weiss team (.3); review letter re loan collateral (.6); correspond with R. Jacobson re same (.1); review additional precedent re claims sizing (.2).
03/28/23	Margaret Reiney	2.60	Correspond with F. Petrie, K&E team re plan, disclosure statement (1.1); prepare for same (.6); review research re same (.9).
03/28/23	Jimmy Ryan	6.80	Correspond with M. Reiney, K&E team re chapter 11 plan (.3); revise same (3.9); analyze precedent re same (.2); further revise chapter 11 plan (1.2); conferences with F. Petrie, K&E team re same (1.0); conference with M. Koch and B. Nakhaimousa re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/23	Mike James Koch	8.70	Review, revise disclosure statement (3.9); correspond with J. Ryan, B. Nakhaimousa re same (.1); research, analyze legal issues re disclosure statement considerations (3.5); research, analyze legal issues re plan treatment considerations (1.2).
03/29/23	Brian Nakhaimousa	7.30	Revise disclosure statement (3.9); analyze district of New Jersey precedent disclosure statements (2.4); correspond with M. Koch, M. Reiney, J. Ryan re same (.3); correspond with M. Koch re loan account holders letters, considerations re same (.2); correspond with M. Koch re analysis re plan treatment (.5).
03/29/23	Christine A. Okike, P.C.	0.90	Telephone conference with Kroll team re solicitation mechanics (.4); review plan waterfall analysis (.5).
03/29/23	Isabella J. Paretti	2.10	Review, revise disclosure statement re wallet-related considerations (1.2); review disclosure statement (.5); correspond with M. Koch re same (.1); correspond with B. Nakhaimousa re same (.3).
03/29/23	Francis Petrie	3.80	Telephone conference with SEC re regulatory matters (.2); telephone conference with Company re plan assumptions and analysis (.6); review draft deck re waterfall assumptions (.6); correspond with M. Reiney, K&E team re disclosure statement (.8); telephone conference with R. Jacobson re deal structure and open items (.6); correspond with M. Koch re claim sizing research (.2); review research re same (.5); telephone conference with Kroll team re solicitation schedule (.3).
03/29/23	Margaret Reiney	4.30	Review, revise disclosure statement (3.4); correspond with M. Koch, K&E team re same (.9).
03/29/23	Jimmy Ryan	9.40	Review, analyze precedent re chapter 11 plan (1.1); draft chapter 11 plan (3.9); revise same (3.4); correspond with M. Koch, K&E team re same (.4); analyze issues re class treatment under same (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/23	Mike James Koch	2.00	Revise disclosure statement motion (1.4); review, analyze loan agreements re disclosure statement considerations (.4); correspond with B. Nakhaimousa, J. Ryan re same (.1); correspond with R. Jacobson, M. Reiney re same (.1).
03/30/23	Brian Nakhaimousa	4.70	Revise disclosure statement (1.2); correspond with M. Koch, J. Ryan, M. Reiney re same (.2); revise disclosure statement (3.2); correspond with M. Koch re same (.1).
03/30/23	Isabella J. Paretti	2.10	Revise disclosure statement (1.9); correspond with M. Koch, B. Nakhaimousa re same (.2).
03/30/23	Francis Petrie	3.40	Review and revise draft disclosure statement (2.7); correspond with M. Reiney re same (.4); telephone conference with Company, J. Chavez re intercompany claim booking (.2); correspond with BRG team re same (.1).
03/30/23	Margaret Reiney	4.90	Revise disclosure statement (3.7); correspond with M. Koch, K&E team re same (1.2).
03/30/23	Jimmy Ryan	4.40	Review chapter 11 plan (3.2); analyze matters re class treatment under same (.6); correspond with M. Reiney, K&E team re same (.6).
03/31/23	Mike James Koch	3.20	Revise disclosure statement motion, exhibits (.9); correspond with B Nakhaimousa, R. Jacobson re same (.2); research, analyze legal issues re plan classification considerations (.3); correspond with M. Reiney, K&E team re same (.1); research, analyze legal issues re plan treatment (1.1); correspond with M. Reiney, K&E team re same (.1); conference with M. Reiney, K&E team re disclosure statement, plan considerations (.5).
03/31/23	Sarah R. Margolis	0.30	Review, analyze plan distribution, presentation.
03/31/23	Brian Nakhaimousa	1.20	Conference with M. Reiney, J. Ryan, M. Koch re plan classification (.5); review, analyze considerations re loan collateral committee letter re same (.3); correspond with F. Petrie re confirmation timeline (.2); revise disclosure statement (.2).
03/31/23	Christine A. Okike, P.C.	1.80	Telephone conference with B. Tichenor and M. Renzi re plan waterfall (1.0); telephone conference with Company, BRG, Moelis, Haynes & Boone, K&E teams re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/23	Francis Petrie	2.10	Telephone conference with BRG team, Company re plan assumptions and waterfall (.7); telephone conference with D. Zugay re intercompany booking (.3); review precedent documentation re same (.5); draft correspondence to M. Reiney, K&E team re same (.2); revise timeline re solicitation (.4).
03/31/23	Francis Petrie	0.80	Review and correspond with Haynes and Boone re loan group ad hoc letter (.5); review research and correspondence with M. Koch re same (.3).
03/31/23	Margaret Reiney	1.50	Review disclosure statement (.8); correspond with M. Koch, K&E team re same (.7).
03/31/23	Jimmy Ryan	3.60	Correspond with M. Reiney, K&E team re chapter 11 plan and disclosure statement (.6); video conference with M. Reiney, K&E team re same (.4); review, analyze plan treatment matters (.6); research re same (1.3); research re discharge under chapter 11 plan (.7).
Total		341.10	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077648
Client Matter: 54119-19

In the Matter of International Issues

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 7,267.50

Total legal services rendered

\$ 7,267.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ricardo Guzman	0.50	475.00	237.50
Christine A. Okike, P.C.	3.10	1,850.00	5,735.00
Francis Petrie	1.00	1,295.00	1,295.00
TOTALS	4.60		\$ 7,267.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Francis Petrie	1.00	Telephone conference with Company, JPLs re case status.
03/09/23	Christine A. Okike, P.C.	0.90	Telephone conference with JPLs, Company, Walkers, BRG, Haynes and Boone, F. Petrie and K&E team re international work streams.
03/13/23	Ricardo Guzman	0.50	Correspond with E. Garcia, K&E team re document selection for attorney review.
03/20/23	Christine A. Okike, P.C.	1.00	Telephone conference with Walkers, Berkeley Research Group re intercompany claims (.9); telephone conference with Company re same (.1).
03/21/23	Christine A. Okike, P.C.	0.50	Telephone conference with Joint Provisional Liquidators, Walkers, Berkeley Research Group, Haynes & Boone re intercompany claims.
03/27/23	Christine A. Okike, P.C.	0.70	Telephone conference with Company, JPLs, Walkers and Haynes and Boone teams re international key work streams.
Total		4.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077651
Client Matter: 54119-20

In the Matter of K&E Retention and Fee Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 74,249.50

Total legal services rendered

\$ 74,249.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Julia R. Foster	7.70	480.00	3,696.00
Susan D. Golden	6.40	1,475.00	9,440.00
David Hackel	18.60	735.00	13,671.00
Rob Jacobson	14.20	1,155.00	16,401.00
Mike James Koch	1.10	735.00	808.50
Sarah R. Margolis	13.10	995.00	13,034.50
Brian Nakhaimousa	6.10	995.00	6,069.50
Isabella J. Paretti	3.40	735.00	2,499.00
Francis Petrie	2.20	1,295.00	2,849.00
Margaret Reiney	2.20	1,155.00	2,541.00
Jimmy Ryan	1.30	885.00	1,150.50
Mason N. Zurek	2.10	995.00	2,089.50
TOTALS	78.40		\$ 74,249.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Julia R. Foster	3.00	Correspond with S. Margolis re January invoices (.4); draft certificate of no objection re first monthly K&E fee statement (.5); review January invoices for privilege and confidentiality issues (1.7); draft and revise second K&E monthly fee statement for privilege and confidentiality issues (.4).
03/01/23	Rob Jacobson	2.10	Draft responses to U.S. Trustee questions re supplemental retention declaration (1.2); correspond with B. Nakhaimousa re same (.6); review, analyze issues re same (.3).
03/01/23	Brian Nakhaimousa	1.50	Draft responses to U.S. Trustee questions re supplemental Sussberg declaration (1.2); correspond with R. Jacobson, K&E billing department re same (.3).
03/02/23	David Hackel	3.10	Draft, revise Sussberg supplemental declaration (2.9); correspond with M. Koch, B. Nakhaimousa re same (.2).
03/02/23	Sarah R. Margolis	1.10	Review, revise K&E invoices re privilege and confidentiality.
03/02/23	Brian Nakhaimousa	1.20	Correspond with R. Jacobson supplemental retention declaration (.2); conferences with Berkeley Research Group re same (.3); draft chart re same (.2); review, revise supplemental declaration in support of K&E retention (.3); correspond with D. Hackel re same (.2).
03/02/23	Mason N. Zurek	1.00	Review, revise K&E invoice for privilege and confidentiality.
03/03/23	Rob Jacobson	1.40	Correspond with U.S. Trustee re K&E supplemental retention declaration (.1); draft correspondence re same (.6); review, analyze issues re same (.4); correspond with B. Nakhaimousa, K&E team re same (.3).
03/03/23	Sarah R. Margolis	1.10	Review, revise K&E invoices re privilege and confidentiality.
03/03/23	Brian Nakhaimousa	3.10	Review, revise K&E supplemental retention declaration re confidentiality.
03/03/23	Jimmy Ryan	1.30	Review, revise K&E invoice re privilege and confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Mason N. Zurek	1.10	Review, revise K&E invoice for privilege and confidentiality.
03/05/23	David Hackel	2.30	Review, revise supplemental declaration in support of K&E retention (2.1); correspond with R. Jacobson, K&E team re same (.2).
03/05/23	Rob Jacobson	1.10	Review, comment on supplemental declaration in support of K&E retention (.6); correspond with B. Nakhaimousa, D. Hackel re same (.2); research precedent re same (.3).
03/05/23	Brian Nakhaimousa	0.30	Correspond with D. Hackel, R. Jacobson re supplemental declaration in support of K&E retention (.2); review, revise same (.1).
03/06/23	David Hackel	2.10	Correspond with B. Nakhaimousa, R. Jacobson re supplemental declaration in support of K&E retention (.2); review, revise same (1.9).
03/07/23	David Hackel	3.20	Review, revise supplemental declaration in support of K&E retention (3.1); correspond with B. Nakhaimousa re same (.1).
03/07/23	Sarah R. Margolis	0.40	Correspond with M. Koch re certificate of no objection re monthly fee statement (.1); review, revise same (.3).
03/08/23	Julia R. Foster	4.40	Review, revise K&E fee statement for privilege and confidentiality.
03/08/23	Sarah R. Margolis	0.50	Review, analyze K&E invoices re privilege and confidentiality.
03/09/23	Rob Jacobson	2.10	Review, revise K&E invoice for privilege, confidentiality matters.
03/09/23	Sarah R. Margolis	1.20	Review, revise K&E invoices re privilege and confidentiality.
03/13/23	Isabella J. Paretti	2.80	Research precedent re debtors' professional fees (1.7); draft memorandum re same (.7); correspond with B. Nakhaimousa re same (.3); correspond with M. Reiney re same (.1).
03/13/23	Margaret Reiney	2.20	Review, revise K&E invoice for privilege, confidentiality.
03/14/23	Rob Jacobson	3.30	Review, revise K&E invoice for privilege, confidentiality issues.
03/14/23	Sarah R. Margolis	0.10	Telephone conference with R. Jacobson re invoices re privilege and confidentiality.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Isabella J. Paretti	0.60	Review, revise memorandum re debtors' professionals' fees (.4); correspond with B. Nakhaimousa re same (.1); correspond with M. Reiney re same (.1).
03/15/23	Rob Jacobson	0.40	Review, comment on certificate of no objection re fee statement (.2); correspond with C. Okike re same (.1); correspond with R. Hollander, Cole Schotz re filing re same (.1).
03/15/23	Rob Jacobson	2.20	Review, revise K&E invoice for privilege, confidentiality issues.
03/15/23	Sarah R. Margolis	0.30	Correspond with F. Petrie, R. Jacobson re privilege issues re K&E invoices.
03/16/23	Mike James Koch	0.50	Draft analysis re filing deadlines (.4); correspond with R. Jacobson re same (.1).
03/16/23	Sarah R. Margolis	0.50	Correspond with B. Nakhaimousa re privilege issues re K&E invoices (.1); draft summary re privilege, confidentiality considerations (.3); correspond with F. Petrie, K&E team re same (.1).
03/18/23	Sarah R. Margolis	0.10	Review, analyze K&E invoices re privilege, confidentiality issues.
03/20/23	Rob Jacobson	1.60	Review, analyze timing, scheduling issues re monthly fee statements.
03/20/23	Mike James Koch	0.40	Conference with R. Hollander, Cole Schotz re monthly fee statement (.2); correspond with R. Jacobson re same (.2).
03/20/23	Sarah R. Margolis	0.30	Correspond with M. Koch, R. Jacobson re K&E interim fee application and NJ jurisdiction precedent.
03/23/23	Julia R. Foster	0.30	Correspond with S. Margolis re K&E invoice review with respect to privilege.
03/23/23	Susan D. Golden	3.90	Review and revise K&E invoice for privilege and confidentiality (3.6); correspond with S. Margolis re comments to same (.3).
03/23/23	David Hackel	2.60	Correspond with S. Margolis re K&E invoice for privilege and confidentiality (.3); research re same (.1); review, revise K&E invoice for privilege and confidentiality (2.2).
03/23/23	Sarah R. Margolis	1.90	Correspond with S. Golden re K&E invoices re confidentiality, privilege (.1); review, revise K&E invoice re confidentiality, privilege concerns (1.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	David Hackel	3.10	Review and revise K&E invoice for privilege and confidentiality (2.8); review, analyze correspondence from S. Margolis re K&E invoice re same (.3).
03/24/23	Sarah R. Margolis	2.30	Review, revise K&E invoice re privilege, confidentiality (2.0); correspond with D. Hackel re same (.3).
03/27/23	David Hackel	0.50	Review, revise K&E invoices re privilege, confidentiality (.3); correspond with S. Margolis, K&E team re K&E invoice re same (.2).
03/27/23	Sarah R. Margolis	1.50	Review, revise K&E invoices re privilege, confidentiality issues.
03/28/23	David Hackel	0.20	Review, revise K&E invoice for privilege and confidentiality (.1); correspond with S. Margolis re same (.1).
03/28/23	Sarah R. Margolis	0.40	Correspond with D. Hackel re K&E invoice re privilege, confidentiality (.2); correspond with R. Jacobson re monthly fee statement (.1); review, revise same (.1).
03/30/23	David Hackel	0.10	Correspond with S. Margolis re K&E invoice for privilege and confidentiality.
03/30/23	Sarah R. Margolis	0.10	Review, revise K&E invoice re privilege, confidentiality issues.
03/31/23	Susan D. Golden	2.50	Review and revise for privilege and confidentiality for K&E January invoice.
03/31/23	David Hackel	1.40	Correspond with S. Margolis re K&E invoice for privilege and confidentiality (.3); review, revise same re same (1.1).
03/31/23	Mike James Koch	0.20	Review, revise cover sheet re second monthly fee statement (.1); correspond with R. Jacobson re same (.1).
03/31/23	Sarah R. Margolis	1.30	Review, revise K&E invoice re privilege, confidentiality issues (1.0); correspond with F. Petrie, S. Golden re same (.1); correspond with S. Otero, K&E billing department re same (.1); correspond with D. Hackel re same (.1).
03/31/23	Francis Petrie	2.20	Review and revise K&E invoice re privilege, confidentiality issues (1.8); correspond with S. Golden, K&E team re same (.4).

Total 78.40

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077652
Client Matter: 54119-21

In the Matter of Non-K&E Retention and Fee Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 8,524.50

Total legal services rendered

\$ 8,524.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	0.80	735.00	588.00
Trevor Eck	1.50	735.00	1,102.50
Julia R. Foster	0.40	480.00	192.00
Rob Jacobson	0.20	1,155.00	231.00
Mike James Koch	1.20	735.00	882.00
Sarah R. Margolis	0.60	995.00	597.00
Brian Nakhaimousa	2.60	995.00	2,587.00
Francis Petrie	0.30	1,295.00	388.50
Margaret Reiney	0.50	1,155.00	577.50
Anthony Vincenzo Sexton, P.C.	0.60	1,680.00	1,008.00
Michael B. Slade	0.20	1,855.00	371.00
TOTALS	8.90		\$ 8,524.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with Deloitte re status of retention.
03/02/23	Anthony Vincenzo Sexton, P.C.	0.30	Correspond with Deloitte and Company re same.
03/08/23	Ziv Ben-Shahar	0.80	Research precedent re fee examiner retention, rates (.6); correspond with M. Reiney, F. Petrie re same (.2).
03/08/23	Julia R. Foster	0.40	Research precedent re claims agent fee invoices.
03/08/23	Francis Petrie	0.30	Correspond with R. Jacobson re sealing motion re professionals' application.
03/10/23	Trevor Eck	0.30	Review, revise Deloitte retention application.
03/11/23	Margaret Reiney	0.50	Review Moelis fee application (.2); correspond with F. Petrie, K&E team, Cole Schotz re same (.3).
03/14/23	Brian Nakhaimousa	0.20	Correspond with T. Eck, K&E team re Deloitte re retention.
03/16/23	Mike James Koch	0.40	Review, analyze inquiries re parties in interest list (.3); correspond with B. Nakhaimousa re same (.1).
03/16/23	Brian Nakhaimousa	0.20	Correspond with Berkeley Research Group, M. Koch re parties in interest list re Deloitte retention.
03/16/23	Michael B. Slade	0.20	Review, revise Renzi declaration re Moelis retention.
03/17/23	Brian Nakhaimousa	0.20	Correspond with Berkeley Research Group, M. Koch re parties in interest list re Deloitte retention.
03/19/23	Brian Nakhaimousa	0.10	Correspond with M. Koch, R. Jacobson re parties in interest list re Deloitte retention.
03/21/23	Sarah R. Margolis	0.20	Correspond with F. Petrie, R. Jacobson re Cole Schotz invoice (.1); telephone conference with Cole Schotz re same (.1).
03/21/23	Brian Nakhaimousa	0.10	Correspond with Deloitte re retention application.
03/22/23	Brian Nakhaimousa	0.70	Conference with Cole Schotz re Berkeley Research Group fee application (.2); review, analyze confidentiality, privilege considerations re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/23/23	Brian Nakhaimousa	1.10	Review, analyze Berkeley Research Group fee application re confidentiality (1.0); correspond with Berkeley Research Group re same (.1).
03/27/23	Mike James Koch	0.30	Draft certificate of no objection re Moelis monthly fee statement (.2); correspond with S. Margolis re same (.1).
03/27/23	Sarah R. Margolis	0.30	Review, revise certificate of no objection re Moelis monthly fee statement (.2); correspond with M. Koch re same (.1).
03/28/23	Rob Jacobson	0.20	Review, comment re certificate of no objection re Moelis fee application (.1); correspond with M. Koch re same (.1).
03/28/23	Mike James Koch	0.30	Correspond with F. Petrie re certificate of no objection re Moelis fee statement (.1); correspond with R. Hollander, Cole Schotz re same (.1); correspond with Moelis team re same (.1).
03/28/23	Sarah R. Margolis	0.10	Correspond with M. Koch, R. Jacobson re Moelis certificate of no objection.
03/29/23	Trevor Eck	0.70	Review, revise Deloitte retention application.
03/30/23	Trevor Eck	0.50	Review, revise Deloitte retention application.
03/30/23	Mike James Koch	0.20	Review, analyze ordinary course professional list (.1); correspond with F. Petrie re same (.1).
Total		8.90	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077654
Client Matter: 54119-22

In the Matter of Tax Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 3,822.00

Total legal services rendered

\$ 3,822.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Francis Petrie	0.30	1,295.00	388.50
Margaret Reiney	0.50	1,155.00	577.50
Anthony Vincenzo Sexton, P.C.	1.70	1,680.00	2,856.00
TOTALS	2.50		\$ 3,822.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Francis Petrie	0.30	Telephone conference with Deloitte team re tax status.
03/03/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with Company and Deloitte re status of tax issues (.3); review issues list re same (.2).
03/08/23	Margaret Reiney	0.50	Correspond with A. Sexton, K&E team re tax considerations.
03/08/23	Anthony Vincenzo Sexton, P.C.	0.50	Telephone conference with M. Reiney, K&E team re standing call.
03/24/23	Anthony Vincenzo Sexton, P.C.	0.40	Telephone conference with Company and Deloitte re tax issues.
03/31/23	Anthony Vincenzo Sexton, P.C.	0.30	Telephone conference with Company and Deloitte re tax issues.
Total		2.50	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077657
Client Matter: 54119-23

In the Matter of Non-Working Travel

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 26,417.50

Total legal services rendered

\$ 26,417.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Richard U. S. Howell, P.C.	4.50	1,620.00	7,290.00
Casey McGushin	4.60	1,415.00	6,509.00
Michael B. Slade	4.80	1,855.00	8,904.00
Steve Toth	2.30	1,615.00	3,714.50
TOTALS	16.20		\$ 26,417.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Steve Toth	2.30	Travel from New York, NY to Chicago, IL re mining assets auction (billed at half time).
03/13/23	Michael B. Slade	1.30	Travel from Chicago, IL to New York, NY re depositions and witness preparation (billed at half time).
03/15/23	Casey McGushin	1.20	Travel from Chicago, IL to New York, NY re depositions preparation sessions (billed at half time).
03/17/23	Casey McGushin	1.10	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/17/23	Michael B. Slade	1.30	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/20/23	Casey McGushin	1.00	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
03/20/23	Michael B. Slade	1.00	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
03/21/23	Richard U. S. Howell, P.C.	1.20	Travel from Chicago, IL to New York, NY re depositions (billed at half time).
03/21/23	Casey McGushin	1.30	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/22/23	Michael B. Slade	1.20	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/23/23	Richard U. S. Howell, P.C.	1.30	Travel from New York, NY to Chicago, IL re depositions (billed at half time).
03/29/23	Richard U. S. Howell, P.C.	1.00	Travel from Chicago, IL to New York, NY re deposition preparation (billed at half time).
03/30/23	Richard U. S. Howell, P.C.	1.00	Travel from New York, NY to Chicago, IL following deposition preparation session (billed at half time).
Total		16.20	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077659
Client Matter: 54119-24

In the Matter of U.S. Trustee Communications & Reporting

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 29,627.00

Total legal services rendered

\$ 29,627.00

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	735.00	882.00
Rob Jacobson	4.30	1,155.00	4,966.50
Sarah R. Margolis	5.30	995.00	5,273.50
Brian Nakhaimousa	0.50	995.00	497.50
Francis Petrie	11.40	1,295.00	14,763.00
Margaret Reiney	0.40	1,155.00	462.00
Michael B. Slade	1.50	1,855.00	2,782.50
TOTALS	24.60		\$ 29,627.00

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Francis Petrie	0.30	Telephone conference and correspond with Cole Schotz re U.S. Trustee requests and status.
03/02/23	Rob Jacobson	1.00	Draft correspondence to U.S. Trustee re inquiry re equity holders as of petition date (.8); review, analyze diligence re same (.1); correspond with B. Nakhaimousa re same (.1).
03/03/23	Brian Nakhaimousa	0.50	Review summary re equity requests re U.S. Trustee (.4); correspond with R. Jacobson re same (.1).
03/06/23	Francis Petrie	1.10	Review and revise letter to U.S. Trustee re committee appointment.
03/07/23	Francis Petrie	0.70	Telephone conference with the U.S. Trustee re potential fee examiner (.2); correspond with M. Reiney, K&E team re process and candidates for same (.5).
03/07/23	Francis Petrie	1.00	Review and correspond re letter to U.S. Trustee re committee appointment.
03/08/23	Francis Petrie	2.70	Review and revise letter to U.S. Trustee re committee appointment (2.2); correspond with R. Jacobson re same (.5).
03/09/23	Francis Petrie	1.70	Review and revise letter to U.S. Trustee re committee appointment (1.5); correspond with R. Jacobson re same (.2).
03/09/23	Francis Petrie	0.50	Correspond with U.S. Trustee team re fee examiner, associated issues (.2); correspond with Haynes and Boone, candidates re status and update (.3).
03/09/23	Michael B. Slade	0.70	Revise letter to U.S. Trustee re request for second committee.
03/10/23	Francis Petrie	1.20	Telephone conference with fee examiner candidate (.5); review materials re same (.7).
03/10/23	Michael B. Slade	0.80	Revise letter to U.S. Trustee re additional committee.
03/13/23	Margaret Reiney	0.40	Correspond with Berkeley Research Group team re monthly operating reports.
03/16/23	Francis Petrie	0.50	Telephone conference with fee examiner candidate.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Sarah R. Margolis	1.90	Review, analyze monthly operating reports (1.4); correspond with R. Jacobson re same (.3); review, analyze monthly operating report instructions, precedent re same (.2).
03/21/23	Ziv Ben-Shahar	1.20	Review K&E monthly operating report re privilege and confidentiality (.8); correspond with S. Margolis re same (.4).
03/21/23	Rob Jacobson	3.30	Review, comment on monthly operating reports (1.8); correspond with M. Shankweiler re same (.2); correspond with S. Margolis re monthly operating report review (.4); analyze monthly operating report issues, amendments (.4); correspond with S. Margolis, Cole Schotz, Berkeley Research Group, K&E, Haynes and Boone teams re same (.3); coordinate filing of same with Cole Schotz (.2).
03/21/23	Sarah R. Margolis	3.40	Correspond with R. Jacobson, Berkeley Research Group re monthly operating reports (.1); review, analyze same (3.3).
03/21/23	Francis Petrie	0.50	Correspond with U.S. Trustee re potential consumer privacy ombudsman appointment (.2); correspond with Company, Haynes and Boone re potential fee examiner appointment (.3).
03/21/23	Francis Petrie	0.90	Correspond with R. Jacobson, BRG re filing final and amended MORs.
03/27/23	Francis Petrie	0.30	Telephone conference with Haynes and Boone, U.S. Trustee re potential fee examiner appointment.
Total		24.60	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077661
Client Matter: 54119-25

In the Matter of Regulatory

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 191,870.50

Total legal services rendered

\$ 191,870.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Bob Allen, P.C.	27.50	1,605.00	44,137.50
Megan Bowsher	1.10	395.00	434.50
Megan Buenviaje	41.90	475.00	19,902.50
Christopher Costello	6.70	1,195.00	8,006.50
Esther Estella Garcia	25.70	645.00	16,576.50
Meghan E. Guzaitis	7.80	550.00	4,290.00
Ricardo Guzman	30.20	475.00	14,345.00
Jennifer Mancini	4.50	715.00	3,217.50
Christine A. Okike, P.C.	1.00	1,850.00	1,850.00
Alex D. Pappas	25.50	985.00	25,117.50
Francis Petrie	0.40	1,295.00	518.00
Alexandria Ray	2.50	715.00	1,787.50
Laura K. Riff	35.60	1,405.00	50,018.00
Michael B. Slade	0.90	1,855.00	1,669.50
TOTALS	211.30		\$ 191,870.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Bob Allen, P.C.	2.50	Conference with Company, L. Riff, K&E team re litigation analysis (.3); conference with Company and L. Riff re SEC presentation (.5); revise talking points and production binder (.6); prepare for conference with SEC (.5); review documents re considerations re same (.6).
03/01/23	Megan Buenviaje	2.10	Manage and prepare review assignments re regulatory matters (.4); conference with L. Riff re same (.6); prepare potential production re same (.6); update documentation re same (.5).
03/01/23	Esther Estella Garcia	1.50	Review, analyze Company documents re production, quality control (1.2); correspond with L. Riff re same (.3).
03/01/23	Ricardo Guzman	3.00	Analyze document selection re attorney review, collection process, quality control updates and reporting (2.0); coordinate with Deloitte re production process (.5); correspond with E. Garcia, K&E team re review inquires and project updates (.5).
03/01/23	Alex D. Pappas	1.10	Research legal matters re SEC inquiries.
03/01/23	Alex D. Pappas	0.80	Review and analyze SEC talking points (.6); correspond with B. Allen and A. Wendell re same (.2)
03/01/23	Laura K. Riff	1.20	Prepare for telephone conference with B. Allen, Company re response to regulatory requests (.2); conference with B. Allen, Company re same (.3); manage review of documents in response to Commodity Futures Trading Commission, SDNY and SEC requests (.7).
03/02/23	Bob Allen, P.C.	2.50	Conference with SEC and A. Pappas re regulatory inquiries (1.0); prepare conference with SEC and A. Pappas re same (1.0); correspond with Company re conference with SEC (.1); telephone conference with Company re SEC meeting (.4).
03/02/23	Esther Estella Garcia	2.00	Review, analyze Company documents re production, quality control (1.8); correspond with L. Riff re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/02/23	Meghan E. Guzaitis	0.40	Correspond with Commodity Futures Trading Commission re posting productions.
03/02/23	Ricardo Guzman	2.20	Analyze production documents, quality control process, and workflow updates (.2); correspond with Deloitte re production updates (1.2); correspond with regulators re same (.5); correspond with L. Riff and M. Guzaitis re same (.3).
03/02/23	Alex D. Pappas	1.80	Conference with SEC and B. Allen (.8); draft summary re same (.7); correspond with same re same (.3).
03/03/23	Bob Allen, P.C.	2.20	Conference with California regulator and L. Riff re subpoena (.3); telephone conference with Haynes and Boone and Company re Emergent (.5); telephone conference with F. Petrie, K&E team re plan (.1); correspond with Texas and Alabama regulators re inquiries (.1); analyze document production re SEC, Texas and Alabama productions (.5); review of Southern District of Florida freeze order and associated correspondence (.4); conference with L. Riff, K&E team re same (.3).
03/03/23	Megan Buenviaje	0.30	Correspond with L. Riff re production status.
03/03/23	Megan Buenviaje	0.80	Review, analyze new document review protocol.
03/03/23	Ricardo Guzman	0.30	Prepare for conference with L. Riff, K&E team re document review (.1); conference with L. Riff, K&E team re same (.2).
03/03/23	Ricardo Guzman	1.00	Analyze documents re production and quality control process (.8); correspond with L. Riff re search inquires and updates re same (.2).
03/03/23	Alex D. Pappas	1.70	Review and analyze key document batches.
03/03/23	Francis Petrie	0.40	Review materials re state license requirements, stipulation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Laura K. Riff	3.30	Draft protocol for review and analysis of documents for responses to regulators (1.4); prepare for conference with LegalPeople attorneys re document review re responses to regulators (.3); conference with LegalPeople attorneys re same (.7); prepare for telephone conference with B. Allen and California Department of Financial Protection and Innovation re document requests (.2); conference with B. Allen and California Department of Financial Protection and Innovation re same (.3); manage document collection and review re responses to regulators (.4).
03/04/23	Bob Allen, P.C.	0.70	Analyze precedent filings and media re SEC positions (.2); review and analyze litigation materials and notes (.5).
03/05/23	Bob Allen, P.C.	1.90	Draft, revise letter to California Department of Financial Protection and Innovation re subpoena.
03/05/23	Bob Allen, P.C.	0.60	Correspond with Haynes and Boone, M. Slade re DOJ stipulation in Emergent bankruptcy and related issues re FTX proceedings.
03/06/23	Bob Allen, P.C.	1.20	Conference with A. Pappas re California securities test research (.2); review and analyze notes re state regulator conversations and related materials (.6); analyze materials re Texas and California subpoenas (.2); correspond with A. Pappas, K&E team re same (.2).
03/06/23	Megan Bowsher	0.40	Review produced materials to Alabama Securities Commission and Texas State Securities Board (.2); revise production tracker re same (.2).
03/06/23	Megan Bowsher	0.40	Review productions to CFTC (.2); revise production tracker re same (.2).
03/06/23	Megan Buenviaje	1.70	Draft review assignments, workflow and status reports (.9); conference with L. Riff re same (.3); prepare potential production set for attorney review (.2); update documentation re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/23	Megan Buenviaje	1.60	Draft review assignments, workflow and status reports re document review (.8); correspond with L. Riff re same (.2); draft potential production set of documents re attorney review (.4); revise tracker re same (.2).
03/06/23	Esther Estella Garcia	0.50	Prepare Company documents for production (.2); review, analyze production quality control (.1); correspond with L. Riff, K&E team re same (.1); telephone conference L. Riff re same (.1).
03/06/23	Ricardo Guzman	0.50	Prepare for conference with L. Riff, K&E team re project updates and planning (.2); conference with L. Riff, K&E team re same (.3).
03/06/23	Ricardo Guzman	1.00	Analyze inquires re attorney review and reporting.
03/06/23	Alex D. Pappas	4.20	Research re California's risk capital test (3.9); analyze considerations re BYP re same (.3).
03/06/23	Laura K. Riff	3.80	Manage productions of documents to regulators (1.5); correspond with M. Buenviaje and R. Guzman re same (.5); review and analyze documents re privilege (1.8).
03/07/23	Bob Allen, P.C.	1.90	Conference with Company re state regulatory response (.4); conference with Company re regulatory workflows (.5); review research re California securities laws (1.0).
03/07/23	Megan Buenviaje	0.60	Draft review assignments, workflow and status reports (.4); conference with L. Riff re same (.2).
03/07/23	Megan Buenviaje	0.60	Telephone conference with Deloitte, L. Riff, K&E team re document review and production workflows (.3); revise documentation re same (.3).
03/07/23	Esther Estella Garcia	0.50	Draft production logic (.4); correspond with M. Buenviaje, K&E team re tagging inconsistencies (.1).
03/07/23	Ricardo Guzman	0.30	Prepare for telephone conference with L. Riff, K&E team, Deloitte re regulatory considerations (.1); conference with L. Riff, K&E team, Deloitte re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/23	Ricardo Guzman	1.00	Analyze inquires for attorney review and reporting (.7); coordinate with Deloitte re workspace updates and document collection process (.3).
03/07/23	Alex D. Pappas	0.30	Review and revise letter to state regulators.
03/07/23	Alex D. Pappas	0.10	Correspond with L. Riff re key documents.
03/07/23	Alex D. Pappas	1.70	Research re risk capital test (1.0); draft summary re same (.7).
03/07/23	Alex D. Pappas	0.30	Conference with Company and B. Allen re regulatory considerations.
03/07/23	Laura K. Riff	1.00	Telephone conference with Deloitte, R. Guzman re document review updates (.3); prepare re same (.7).
03/07/23	Michael B. Slade	0.40	Telephone conference with B. Allen, K&E team re regulators.
03/08/23	Bob Allen, P.C.	1.40	Conference with Texas, Alabama and California regulators re regulatory considerations (.4); finalize California production (.2); revise production letter re same (.2); review response to California information requests (.6).
03/08/23	Megan Buenviaje	1.40	Draft review assignments, workflow and status reports (1.1); conference with L. Riff and R. Guzman re same (.3).
03/08/23	Ricardo Guzman	3.70	Analyze documents re document selection for production, quality control process and reporting (1.7); correspond with Legal People and Deloitte re workflow updates and planning (1.0); correspond with M. Buenviaje, K&E team re production process and project updates (1.0).
03/08/23	Alex D. Pappas	0.70	Draft supplemental letter re state subpoena response.
03/08/23	Alex D. Pappas	0.50	Conference with state regulators re regulatory considerations (.4); correspond with state regulators re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Laura K. Riff	2.60	Prepare for telephone conference with B. Allen, A. Pappas and regulators from Texas and Alabama re document requests (.2); conference with B. Allen, A. Pappas and regulators re same (.3); manage collection and review of documents for same (.8); telephone conference with B. Allen, Company re regulatory responses (1.3).
03/09/23	Megan Buenviaje	0.60	Draft summary re potential production universe for attorney review (.4); revise documentation re same (.2).
03/09/23	Megan Buenviaje	2.60	Draft review assignments, workflow and status reports (1.2); correspond with L. Riff and R. Guzman re same (.4); prepare potential production universe re attorney review (.8); revise documentation re same (.2).
03/09/23	Christopher Costello	0.20	Correspond with L. Riff re privilege review matters.
03/09/23	Esther Estella Garcia	2.00	Prepare, execute and validate production logic (.4); correspond with R. Guzman, K&E team re tagging inconsistencies (.4); coordinate preparation of documents for production to opposing party (1.2).
03/09/23	Meghan E. Guzaitis	0.40	Produce documents to California Department of Financial Protection and Innovation.
03/09/23	Ricardo Guzman	0.50	Analyze document selection re attorney review and quality control process.
03/09/23	Ricardo Guzman	2.50	Analyze documents re document selection for production and quality control process (1.2); coordinate with Deloitte re production process (.3); correspond with E. Garcia, K&E team re production updates and reporting (1.0).
03/09/23	Ricardo Guzman	0.20	Telephone conference with L. Riff, K&E team re project updates and planning.
03/09/23	Alex D. Pappas	2.20	Review, analyze second-level privilege quality control in anticipation of document production (1.9); correspond with R. Guzman, K&E team re same (.3).
03/09/23	Michael B. Slade	0.50	Telephone conference with Covington, Haynes and Boone and Company re regulatory considerations.
03/10/23	Bob Allen, P.C.	0.90	Draft letter re state information requests.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/10/23	Megan Bowsher	0.30	Review production to California Department of Financial Protection and Innovation (.2); revise production tracker re same (.1).
03/10/23	Megan Buenviaje	1.70	Review and analyze potential production set (1.5); conference with L. Riff re same (.2).
03/10/23	Megan Buenviaje	1.30	Draft review assignments, workflow and status reports (1.1); correspond with L. Riff and R. Guzman re same (.2).
03/10/23	Christopher Costello	0.50	Correspond with L. Riff re review and quality control matters (.2); correspond with E. Garcia and A. Pappas re same (.3).
03/10/23	Esther Estella Garcia	1.00	Prepare Company documents for production (.3); draft production logic (.5); correspond with L. Riff re production release (.2).
03/10/23	Ricardo Guzman	0.50	Prepare for telephone conference with L. Riff, K&E team re quality control process and production updates (.1); conference with L. Riff, K&E team re same (.4).
03/10/23	Ricardo Guzman	1.20	Analyze documents re document selection for production, quality control process, and reporting (1.0); coordinate with L. Riff, K&E team re document review updates (.2).
03/10/23	Alex D. Pappas	1.30	Review and analyze documents for privilege (1.0); conference with C. Costello and K&E team re same (.3).
03/10/23	Laura K. Riff	1.00	Telephone conference with C. Costello re document review strategy (.2); prepare for same (.3); telephone conference with M. Slade, K&E team re productions and depositions (.5).
03/11/23	Alex D. Pappas	0.80	Review and analyze documents re privilege considerations.
03/11/23	Laura K. Riff	4.80	Review documents re preparation for production to federal regulators in response to subpoenas (3.9); analyze documents re regulatory considerations re same (.9).
03/12/23	Bob Allen, P.C.	0.80	Revise letter to state regulators (.6); review underlying case law re same (.2).
03/12/23	Christopher Costello	0.20	Correspond with E. Garcia and M. Buenviaje re privilege review and quality control matters.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/13/23	Bob Allen, P.C.	3.20	Revise letter to state regulators and related risk-capital test research (2.4); conference with SEC re Silicon Valley Bank exposure (.2); correspond with SEC re same (.6).
03/13/23	Megan Buenviaje	2.40	Perform quality control re document production materials (2.1); correspond with L. Riff re same (.3).
03/13/23	Christopher Costello	0.90	Telephone conference with L. Riff, M. Buenviaje, R. Guzman and E. Garcia re privilege review and quality control matters (.6); analyze documents re privilege logging (.3).
03/13/23	Esther Estella Garcia	0.50	Telephone conference with C. Costello, K&E team re privilege review issues.
03/13/23	Meghan E. Guzaitis	0.60	Prepare production documents re regulatory matters.
03/13/23	Ricardo Guzman	1.20	Analyze documents re document selection for production, quality control process and reporting (.5); coordinate with Deloitte re document collection updates (.5); correspond with case team re project planning (.2).
03/13/23	Ricardo Guzman	0.50	Telephone conference with C. Costello, K&E team re privilege review updates and planning.
03/13/23	Alex D. Pappas	0.20	Conference with SEC re Silicon Valley Bank (.1); conference with B. Allen re same (.1).
03/13/23	Alex D. Pappas	0.80	Review, analyze documents for privilege (.4); redact documents re same (.4).
03/13/23	Alex D. Pappas	0.50	Review marketing communications.
03/13/23	Alex D. Pappas	1.10	Revise response letter re state subpoena.
03/13/23	Laura K. Riff	2.40	Correspond with M. Buenviaje, K&E team re coordinating search for documents responsive to subpoena from California regulator (1.0); telephone conference with M. Buenviaje and R. Guzman re productions (.5); review, analyze documents for production to federal regulators (.9).
03/14/23	Bob Allen, P.C.	1.20	Correspond with SEC re FTX exposure (.2); analyze underlying documents to be produced re document review (.4); conference with Company, L. Riff re status of responses to regulators (.3); revise California letter re comments from M. Nonaka (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Megan Buenviaje	1.30	Prepare vendor processed Company documents re attorney review (.4); correspond with L. Riff re same (.1); analyze Legal People managed review team overturn statistics (.6); prepare summary re same for attorney review (.2).
03/14/23	Christopher Costello	0.40	Correspond with E. Garcia re privilege efforts and next steps.
03/14/23	Esther Estella Garcia	2.00	Review, analyze Company documents for production (1.5); correspond with L. Riff and C. Costello re same (.2); telephone conference with L. Riff, C. Costello, K&E team re same (.3).
03/14/23	Ricardo Guzman	1.50	Analyze documents re document productions, quality control process and workflow updates (1.0); coordinate with Deloitte re document collection process (.3); correspond with L. Riff and M. Buenviaje re project updates and planning (.2).
03/14/23	Ricardo Guzman	0.30	Telephone conference with Deloitte, E. Garcia, K&E team re quality control project updates and planning.
03/14/23	Ricardo Guzman	0.20	Review, analyze document selection re production and quality control process.
03/14/23	Laura K. Riff	2.90	Prepare for telephone conference with Company re status of responses to regulators (.2); conference with Company re same (.3); review and analyze documents responsive to regulator subpoenas (.6); correspond with B. Allen re same (.3); telephone conference with Deloitte re status of collections, processing and review of documents (.3); manage review of documents re same (1.2).
03/15/23	Bob Allen, P.C.	0.60	Conference with Company re regulatory productions (.3); revise California response (.3).
03/15/23	Megan Buenviaje	1.40	Analyze Company documents re production for federal regulators (1.2); correspond with L. Riff re same (.2).
03/15/23	Christopher Costello	0.40	Telephone conference with E. Garcia, K&E team re quality control efforts and demand for LegalPeople reviewers.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Esther Estella Garcia	2.00	Prepare Company documents for production (1.6); telephone conference with L. Riff, C. Costello, K&E team re same (.4).
03/15/23	Meghan E. Guzaitis	0.30	Research internal documents re attorney review in fact development.
03/15/23	Ricardo Guzman	0.50	Analyze documents re production documents, quality control process, and reporting.
03/15/23	Ricardo Guzman	0.10	Correspond with Deloitte re document collection for production.
03/15/23	Alex D. Pappas	1.60	Redact documents re privilege considerations.
03/15/23	Alex D. Pappas	0.30	Review customer communications re loan programs in response to regulator inquiries.
03/15/23	Laura K. Riff	2.60	Manage collection and review of documents for California, Texas and Alabama regulators (1.2); manage review of documents for federal regulators (1.1); correspond with Company re same (.3).
03/16/23	Christopher Costello	0.30	Correspond with E. Garcia re quality control status for productions.
03/16/23	Esther Estella Garcia	2.00	Review, analyze Company documents re production (1.8); correspond with L. Riff and C. Costello re same (.2).
03/16/23	Ricardo Guzman	0.80	Review, analyze document productions and quality control process (.5); correspond with L. Riff and K&E team re project inquiries and updates (.3).
03/16/23	Alex D. Pappas	1.10	Review and analyze documents re privilege considerations.
03/16/23	Laura K. Riff	1.30	Correspond with R. Guzman, K&E team re production to state regulators re response to subpoena.
03/17/23	Bob Allen, P.C.	1.20	Revise state subpoena responses (.8); review materials re witness deposition re same (.4).
03/17/23	Christopher Costello	0.30	Conference with E. Garcia re quality control issues.
03/17/23	Esther Estella Garcia	1.50	Review, revise Company documents re production (.9); draft production quality control re same (.6).
03/17/23	Ricardo Guzman	0.50	Analyze workflow updates (.3); correspond with L. Riff re project updates (.2).
03/17/23	Ricardo Guzman	0.50	Analyze documents re production, quality control process and reporting.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Bob Allen, P.C.	0.40	Review, analyze DOJ, SEC, and Commodity Futures Trading Commission production letters and productions.
03/20/23	Megan Buenviaje	3.90	Review workflow parameters and searches (1.9); conference with L. Riff, K&E team re workflow status (.7); draft workflow summaries re same (.9); revise process documentation and tracking logs re same (.4).
03/20/23	Christopher Costello	0.80	Telephone conference with L. Riff, K&E team re outstanding privilege review questions and matters (.5); correspond with LegalPeople re staffing matters (.3).
03/20/23	Esther Estella Garcia	0.50	Telephone conference with C. Costello, K&E team re production quality control status.
03/20/23	Ricardo Guzman	0.30	Review, analyze document selection re production and quality control process.
03/20/23	Ricardo Guzman	0.50	Telephone conference with L. Riff and K&E team re project updates and planning.
03/20/23	Alex D. Pappas	1.40	Review and analyze documents for privilege (1.1); conference with A. Garcia re same (.3).
03/21/23	Bob Allen, P.C.	0.30	Conference with Company re regulatory workflows.
03/21/23	Megan Buenviaje	3.60	Review workflow parameters and searches (1.4); correspond with L. Riff and K&E team re workflow status (.9); draft workflow summaries (.7); revise process documentation and tracking logs (.6).
03/21/23	Christopher Costello	0.30	Correspond with E. Garcia and vendor re ongoing access and review matters.
03/21/23	Esther Estella Garcia	0.20	Correspond with L. Riff re search term report results from Deloitte.
03/21/23	Meghan E. Guzaitis	0.60	Review and produce Commodity Futures Trading Commission document production.
03/21/23	Ricardo Guzman	0.80	Review, analyze documents re production (.6); correspond with C. McGushin re same (.2).
03/21/23	Laura K. Riff	1.30	Correspond with R. Guzman, M. Buenviaje, Deloitte re status of productions to regulators.
03/22/23	Megan Buenviaje	1.80	Review workflow parameters and searches (1.2); correspond with L. Riff and K&E team re workflow status (.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Megan Buenviaje	2.70	Review workflow parameters and searches (1.1); correspond with L. Riff and K&E team re workflow status (.6); draft workflow summaries (.4); revise process documentation and tracking logs (.6).
03/22/23	Esther Estella Garcia	1.50	Draft, revise Relativity searches re investigatory request (1.0); correspond with L. Riff re search request findings re same (.5).
03/22/23	Meghan E. Guzaitis	0.50	Compile documents re submission in expert review.
03/22/23	Ricardo Guzman	0.30	Correspond with A. Pappas re document selection for attorney review.
03/22/23	Ricardo Guzman	0.30	Telephone conference with L. Riff re document collection updates and project planning.
03/22/23	Ricardo Guzman	0.20	Telephone conference with Deloitte, L. Riff, K&E team re case team re project updates and planning.
03/22/23	Alex D. Pappas	0.40	Review Company public communication materials (.3); correspond with M. Slade re same (.1).
03/22/23	Laura K. Riff	3.90	Prepare for telephone conference with Deloitte re productions to regulators (.3); conference with Deloitte re same (.7); research documents re California regulators (1.5); review and analyze documents for production to federal regulators (1.4).
03/23/23	Esther Estella Garcia	0.20	Correspond with L. Riff re search term report results from Deloitte.
03/23/23	Ricardo Guzman	0.30	Analyze documents re document selection for production and reporting.
03/23/23	Jennifer Mancini	4.50	Review documents re privilege considerations (3.5); redact information re same (1.0).
03/23/23	Alexandria Ray	0.50	Telephone conference with R. Patel and L. Riff re fact development strategy.
03/24/23	Megan Buenviaje	2.40	Perform quality control re document production materials (.9); correspond with L. Riff re same (.3); review workflow parameters and searches (.4); correspond with L. Riff and K&E team re workflow status (.3); draft workflow summaries (.3); revise process documentation and tracking logs (.2).
03/24/23	Meghan E. Guzaitis	0.80	Compile documents re expert review.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Meghan E. Guzaitis	0.30	Upload documents re expert review.
03/24/23	Ricardo Guzman	2.00	Analyze documents re document selection for production, quality control process, and reporting (1.2); correspond with Deloitte re production process (.3); correspond with L. Riff re project updates and planning (.5).
03/24/23	Alexandria Ray	2.00	Review and analyze case background materials re fact development strategy.
03/25/23	Bob Allen, P.C.	0.40	Analyze sample marketing documents (.2); correspond with L. Riff re same (.2).
03/25/23	Ricardo Guzman	0.60	Correspond with Deloitte, L. Riff, K&E team re production documents for regulator.
03/27/23	Bob Allen, P.C.	0.30	Correspond with L. Riff re review of sample marketing documents.
03/27/23	Bob Allen, P.C.	0.70	Review Haynes and Boone letter re Robinhood shares (.3); conference with Company re same (.4).
03/27/23	Megan Buenviaje	2.10	Review workflow parameters and searches (.9); correspond with L. Riff and K&E team re workflow status (.4); update process documentation and tracking logs (.8).
03/27/23	Megan Buenviaje	2.30	Review workflow parameters and searches (1.3); correspond with L. Riff and K&E team re workflow status (.4); draft workflow summaries (.6).
03/27/23	Christopher Costello	0.50	Telephone conference with L. Riff and E. Garcia re ongoing privilege review matters.
03/27/23	Esther Estella Garcia	1.00	Correspond with L. Riff, C. Costello re production status (.2); prepare search query logic (.2); correspond with L. Riff re results re same (.2); prepare production logic (.2); correspond with L. Riff, C. Costello re privilege screen (.2).
03/27/23	Meghan E. Guzaitis	0.40	Compile documents for expert review in fact development.
03/27/23	Laura K. Riff	1.90	Review and analyze documents for production to regulators.
03/28/23	Bob Allen, P.C.	1.10	Prepare for conference with C. Okike, Company re exculpation (.3); conference with same re same (.7); correspond with J. Wheaton at Commodity Futures Trading Commission re follow-up (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Bob Allen, P.C.	0.50	Conference with Company re Robinhood shares.
03/28/23	Megan Buenviaje	1.10	Review, analyze workflow parameters and searches (.7); correspond with L. Riff and K&E team re workflow status (.4).
03/28/23	Christopher Costello	0.40	Telephone conference with J. Rorem re Legal People document review and training.
03/28/23	Esther Estella Garcia	0.50	Draft search query logic (.2); correspond with L. Riff re results re same (.1); prepare production logic (.1); correspond with L. Riff, C. Costello re privilege screen (.1).
03/28/23	Meghan E. Guzaitis	1.20	Compile documents for Day Pitney re fact development.
03/28/23	Meghan E. Guzaitis	1.80	Compile case documents for attorney review in deposition preparation.
03/28/23	Meghan E. Guzaitis	0.50	Conference with court reporting services re deposition exhibits.
03/28/23	Christine A. Okike, P.C.	0.50	Telephone conference with Company. B. Allen, K&E team re regulatory strategy.
03/28/23	Alex D. Pappas	0.20	Correspond with E. Garcia and L. Riff re supplemental California production.
03/28/23	Laura K. Riff	0.80	Correspond with A. Pappas and E. Garcia re identifying documents for California Department of Financial Protection and Innovation.
03/28/23	Laura K. Riff	0.50	Review, revise summary of productions.
03/29/23	Megan Buenviaje	1.60	Review workflow parameters and searches (1.2); correspond with L. Riff and K&E team re workflow status (.4).
03/29/23	Christopher Costello	1.50	Correspond with E. Garcia, K&E team re document review for privilege, quality control (1.2); correspond with Legal People reviewers re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/29/23	Esther Estella Garcia	3.50	Correspond with L. Riff and C. Costello re production (.2); conference with L. Riff and C. Costello re same (.2); draft search query logic re same (.3); correspond with L. Riff re results re same (.1); draft logic re same (.4); correspond with L. Riff, C. Costello re privilege considerations (.3); review and analyze document review training protocol (.5); correspond with C. Costello re same (.2); compile Company documents for attorney review re regulatory matters (1.3).
03/29/23	Christine A. Okike, P.C.	0.50	Prepare for conference with SEC re sale transaction (.2); telephone conference with SEC re same (.3).
03/29/23	Alex D. Pappas	0.40	Review documents re California subpoena (.3); correspond with L. Riff re same (.1).
03/30/23	Bob Allen, P.C.	1.00	Analyze Commodity Futures Trading Commission subpoena and remaining production requirements (.6); conference with Company re same (.4).
03/30/23	Esther Estella Garcia	1.00	Correspond re conference with L. Riff and C. Costello re production (.2); conference with L. Riff and C. Costello re same (.2); draft search query logic (.3); correspond with L. Riff re results re same (.1); prepare production re search query logic (.1); correspond with L. Riff, C. Costello re privilege considerations (.1).
03/31/23	Esther Estella Garcia	1.80	Prepare, execute and validate search query logic (1.3); correspond with L. Riff re query search results (.3); correspond with L. Riff re review results for deposition review (.2).
03/31/23	Ricardo Guzman	0.90	Correspond with E. Garcia, K&E team re production update.
03/31/23	Laura K. Riff	0.30	Draft communications re documents re California Department of Financial Protection and Innovation.
Total		211.30	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077663
Client Matter: 54119-26

In the Matter of Investigation Matters

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 305,357.50

Total legal services rendered

\$ 305,357.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Erin Bishop	3.70	1,135.00	4,199.50
Cade C. Boland	7.40	985.00	7,289.00
Megan Bowsher	4.20	395.00	1,659.00
Megan Buenviaje	2.60	475.00	1,235.00
Shayne Henry	2.00	1,310.00	2,620.00
Richard U. S. Howell, P.C.	26.30	1,620.00	42,606.00
Casey McGushin	60.50	1,415.00	85,607.50
Christine A. Okike, P.C.	1.20	1,850.00	2,220.00
Francis Petrie	0.70	1,295.00	906.50
Laura K. Riff	54.60	1,405.00	76,713.00
Alexandra Schrader	5.90	985.00	5,811.50
Michael B. Slade	39.30	1,855.00	72,901.50
Katie J. Welch	1.40	1,135.00	1,589.00
TOTALS	209.80		\$ 305,357.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Casey McGushin	1.80	Correspond with M. Slade, K&E team re potential experts re investigation (.6); research issues re potential experts (.8); conference with potential expert (.4).
03/01/23	Laura K. Riff	1.40	Draft document review protocol re UCC considerations.
03/01/23	Michael B. Slade	1.00	Analyze special committee assignment.
03/02/23	Casey McGushin	0.40	Conference with board re potential retention of expert re investigation.
03/03/23	Casey McGushin	1.80	Prepare for conference with potential expert witnesses re investigation (.9); conference with first potential expert re same (.5); conference with second potential expert re same (.4).
03/05/23	Cade C. Boland	0.60	Telephone conference with R. Howell, K&E team re litigation strategy (.5); review, analyze deposition strategy (.1).
03/05/23	Shayne Henry	0.50	Conference with C. Boland, K&E team re depositions re investigations.
03/05/23	Richard U. S. Howell, P.C.	0.50	Telephone conference with M. Slade, K&E team re deposition strategy.
03/05/23	Michael B. Slade	0.60	Review and revise stipulation.
03/06/23	Casey McGushin	0.90	Prepare for telephone conference with potential expert assisting in investigation re investigation (.4); telephone conference with potential expert re same (.5).
03/06/23	Laura K. Riff	2.10	Design, draft document review protocol re UCC considerations.
03/07/23	Richard U. S. Howell, P.C.	0.70	Review, analyze pleadings re deposition preparation.
03/07/23	Laura K. Riff	1.50	Manage document review protocol re UCC considerations.
03/08/23	Casey McGushin	1.30	Participate in deposition preparation sessions with C. Okike, K&E team, Company.
03/08/23	Christine A. Okike, P.C.	1.20	Attend deposition preparation meeting with management, Haynes and Boone, R. Howell and K&E team.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Michael B. Slade	3.80	Prepare for witness meeting (.5); conference with witnesses re deposition preparation (3.0); correspond with witnesses re depositions (.3).
03/09/23	Richard U. S. Howell, P.C.	0.50	Review, analyze diligence re D. Spack deposition preparation (.4); review correspondence from M. Slade re deposition issues (.1).
03/09/23	Laura K. Riff	7.20	Correspond with M. Slade re UCC diligence requests (.3); telephone conference with Company, M. Slade re same (.5); telephone conference with Brown Rudnick and M. Slade re same (.5); telephone conference with M. Buenviaje, K&E team re UCC diligence requests (1.0); review, analyze considerations re same (3.9); further review, analyze review process re same (1.0).
03/09/23	Michael B. Slade	2.40	Telephone conference with C. Okike and F. Petrie re hearing preparation (.3); telephone conference with S. Henry, L. Riff and K&E team re diligence requests (.5); draft, revise correspondence re same (.8); telephone conference with Brown Rudnick re diligence (.3); correspond with Company re deposition scheduling (.5).
03/10/23	Erin Bishop	3.40	Review and analyze potential production population re redactions for privilege.
03/10/23	Cade C. Boland	2.10	Telephone conference with Company, R. Howell, K&E team re deposition preparation session (1.6); telephone conference with R. Howell, K&E team re deposition preparation strategy (.5).
03/10/23	Megan Bowsher	0.30	Review document production to UCC (.2); revise production tracker (.1).
03/10/23	Shayne Henry	0.80	Conference with M. Slade re deposition preparations.
03/10/23	Laura K. Riff	3.80	Telephone conference with Covington re UCC considerations (.3); review, analyze documents re same (3.5).
03/10/23	Michael B. Slade	2.20	Telephone conference with witness re deposition preparation (1.6); analyze, review UCC diligence matters (.6).
03/10/23	Katie J. Welch	0.10	Correspond with C. McGushin, K&E team re witness preparation.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/23	Erin Bishop	0.30	Review potential production population re privilege and responsiveness coding.
03/11/23	Cade C. Boland	0.80	Prepare binder re deposition preparation.
03/11/23	Megan Buenviaje	0.90	Revise proposed production search re Committee requests (.6); conference with L. Riff re same (.3).
03/12/23	Casey McGushin	0.80	Review and analyze documents re witness deposition preparation.
03/13/23	Megan Bowsher	1.10	Compile documents re witness preparation session (.8); coordinate preparation of hard copies of witness preparation documents for attorney review (.3).
03/13/23	Megan Buenviaje	1.40	Prepare for telephone conference re review and production workflow re UCC requests (.8); telephone conference with L. Riff and K&E team re same (.6).
03/13/23	Casey McGushin	1.20	Conference with M. Slade, Company re retention of potential consulting expert to assist with investigation (.8); prepare for conference with same re same (.4).
03/13/23	Laura K. Riff	2.80	Review, analyze considerations re document review re UCC.
03/13/23	Michael B. Slade	2.90	Correspond re diligence materials (.4); conference with witnesses re deposition preparation (2.5).
03/14/23	Michael B. Slade	0.80	Telephone conference with Company re diligence material (.2); review UCC diligence (.6).
03/15/23	Megan Buenviaje	0.30	Prepare Company documents re UCC request (.2); correspond with L. Riff re same (.1).
03/15/23	Casey McGushin	3.70	Review and analyze documents re deposition preparation session with R. Loban (1.4); participate in deposition preparation session with R. Loban (2.3).
03/15/23	Laura K. Riff	5.40	Review, analyze review protocol re UCC considerations (2.0); correspond with M. Slade, K&E team re same (1.0); review and analyze documents re same (2.4).
03/15/23	Michael B. Slade	3.90	Conference with witness re preparation for deposition re investigation matters (2.4); review documents for deposition preparation re same (1.2); telephone conference with Company re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Casey McGushin	0.50	Telephone conference with S. Vogel and M. Slade re investigation issues.
03/16/23	Casey McGushin	5.80	Participate in deposition preparation session for D. Spack (2.3); participate in deposition preparation session for A. Cheela and M. Henry (3.5).
03/16/23	Francis Petrie	0.70	Telephone conference with Brown Rudnick re ongoing diligence requests.
03/16/23	Laura K. Riff	3.70	Review and analyze documents re UCC requests (1.8); correspond with M. Buenviaje and R. Guzman re same (.4); prepare same for production (1.5).
03/16/23	Michael B. Slade	5.50	Conference with witnesses to prepare for depositions (3.5); correspond with witnesses re same (2.0).
03/17/23	Casey McGushin	0.20	Conference with consulting expert re investigation.
03/17/23	Casey McGushin	5.20	Participate in deposition of D. Spack (3.9); review and analyze documents to prepare for deposition preparation session with A. Cheela (1.3).
03/17/23	Casey McGushin	0.60	Review documents for responsiveness and privilege re potential production to UCC.
03/17/23	Laura K. Riff	3.30	Review and analyze documents re considerations re UCC production (1.4); prepare same for production (1.9).
03/17/23	Michael B. Slade	3.90	Defend deposition of witness (3.5); correspond with Company re same (.4).
03/19/23	Cade C. Boland	0.20	Telephone conference with A. Schrader, K&E team re deposition strategy and litigation work streams.
03/19/23	Shayne Henry	0.50	Conference with M. Slade re deposition strategy.
03/19/23	Richard U. S. Howell, P.C.	1.70	Teleconference with M. Slade, S. Kimmer, C. Boland and K&E team re deposition issues and litigation issues (.4); review Committee diligence re deposition preparations (1.3).
03/19/23	Casey McGushin	0.50	Telephone conference with M. Slade and K&E team re upcoming depositions and litigation work streams.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Richard U. S. Howell, P.C.	1.40	Review diligence re deposition of A. Cheela (.7); review diligence re deposition of Z. Prince (.3); correspond with Committee re deposition requests (.2); telephone conference with C. McGushin re deposition preparation (.2).
03/20/23	Casey McGushin	0.40	Telephone conferences with potential consulting expert re investigation (.2); telephone conference with A. Schrader re investigation issues (.2).
03/20/23	Casey McGushin	1.60	Telephone conference with R. Howell re deposition preparation (.2); prepare for deposition preparation session with A. Cheela (1.4).
03/20/23	Laura K. Riff	2.40	Manage document production re internal investigation (1.5); correspond with C. McGushin, K&E team re same (.9).
03/20/23	Laura K. Riff	2.50	Review, produce documents to UCC.
03/20/23	Alexandra Schrader	0.30	Telephone conference with C. McGushin re investigation issues (.2); correspond with same re same (.1).
03/21/23	Richard U. S. Howell, P.C.	3.90	Review diligence re preparation for witness session with A. Cheela (1.2); telephone conference with C. McGushin, K&E team re same (2.7).
03/21/23	Casey McGushin	7.90	Participate in deposition preparation session with A. Cheela (2.9); prepare for deposition preparation session with A. Cheela (1.2); participate in deposition of R. Loban (3.3); participate in deposition preparation session with M. Henry (.5).
03/21/23	Laura K. Riff	3.40	Review, analyze documents re UCC production, considerations (1.2); prepare same for production (2.2).
03/21/23	Michael B. Slade	7.50	Prepare for depositions of R. Loban (3.9); defend deposition of same (3.6).
03/22/23	Richard U. S. Howell, P.C.	2.10	Review diligence re depositions in Committee investigation (1.3); attend portions of A. Cheela deposition preparation (.8).
03/22/23	Casey McGushin	0.20	Telephone conference with counsel for Grant Thornton re subpoena.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Casey McGushin	1.70	Prepare for deposition preparation session with A. Cheela (.4); participate in deposition preparation session with A. Cheela (1.3).
03/22/23	Casey McGushin	2.20	Draft and revise investigation report re employee matters.
03/22/23	Michael B. Slade	3.30	Deposition preparation session for witnesses (2.5); analyze Committee diligence requests (.8).
03/23/23	Megan Bowsher	0.30	Draft TextMap database (.2); import transcript of D. Spack deposition re attorney review (.1).
03/23/23	Richard U. S. Howell, P.C.	3.80	Attend deposition of A. Chella (2.1); prepare for same (1.7).
03/23/23	Casey McGushin	1.60	Coordinate production of documents for review in connection with investigation (.3); draft and revise report re same (1.3).
03/23/23	Casey McGushin	2.10	Participate in deposition of A. Cheela.
03/23/23	Laura K. Riff	2.50	Telephone conference with R. Patel and A. Ray re UCC document review strategy (.5); prepare re same (2.0).
03/24/23	Laura K. Riff	0.20	Correspond with C. McGushin re preparation for depositions.
03/24/23	Laura K. Riff	4.10	Review, analyze documents re production re UCC considerations (2.0); prepare same for production (2.1).
03/25/23	Laura K. Riff	1.00	Prepare responsive documents re production re UCC requests.
03/26/23	Richard U. S. Howell, P.C.	0.50	Review portions of A. Cheela deposition transcript.
03/27/23	Megan Bowsher	0.30	Review document production to UCC (.2); revise production tracker (.1).
03/27/23	Richard U. S. Howell, P.C.	1.20	Review diligence re Z. Prince deposition preparation.
03/27/23	Laura K. Riff	2.50	Prepare documents for production re UCC requests.
03/28/23	Megan Bowsher	0.30	Review document production to UCC (.2); revise production tracker (.1).
03/28/23	Megan Bowsher	0.30	Compile deposition transcripts and exhibits re UCC investigation.
03/28/23	Richard U. S. Howell, P.C.	0.80	Review diligence and strategy re depositions of Z. Prince and F. Marquez.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Casey McGushin	2.30	Review and analyze documents re investigation report (1.4); review and analyze documents re witness deposition preparation session re same (.9).
03/28/23	Laura K. Riff	2.00	Review and analyze documents re responsiveness, confidentiality re UCC production requests (1.6); prepare same for production (.4).
03/28/23	Alexandra Schrader	3.00	Review background materials re risk management fact interview.
03/28/23	Michael B. Slade	0.40	Correspond with Company re depositions.
03/29/23	Megan Bowsher	0.60	Draft, review, revise errata re Company witness deposition.
03/29/23	Richard U. S. Howell, P.C.	3.90	Review diligence and strategy re Z. Prince deposition (2.6); conference with C. McGushin re same (.7); correspond with Committee re investigation (.6).
03/29/23	Casey McGushin	3.80	Coordinate production of documents for consulting expert re investigation (.4); draft report on investigation (.6); revise report re same (.6); prepare for deposition with witness re same (1.6); conference with R. Howell re deposition preparation session re same (.6).
03/29/23	Laura K. Riff	0.40	Correspond with A. Schrader re deposition preparation and related issues.
03/29/23	Laura K. Riff	0.60	Correspond with M. Slade re UCC response (.1); review and analyze communications from UCC re investigation (.5).
03/29/23	Alexandra Schrader	2.10	Conduct fact interview re risk management; prepare for and summarize same.
03/29/23	Michael B. Slade	0.30	Correspond with McGushin re internal investigation.
03/30/23	Megan Bowsher	0.30	Compile transcripts re Company witness deposition.
03/30/23	Richard U. S. Howell, P.C.	5.30	Attend deposition preparation session of Z. Prince (2.8); prepare re same (2.0); correspond with M. Slade re open litigation issues (.5).
03/30/23	Casey McGushin	1.30	Draft and revise report for committee re investigation.
03/30/23	Casey McGushin	3.60	Participate in deposition preparation session with Z. Prince (2.8); prepare for deposition preparation session with Z. Prince (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/30/23	Casey McGushin	0.30	Telephone conference with counsel for former employee re investigation.
03/30/23	Laura K. Riff	0.40	Review and analyze communications from UCC re investigation.
03/31/23	Cade C. Boland	3.70	Review produced documents of Z. Prince re deposition preparation.
03/31/23	Megan Bowsher	0.70	Review, compile deposition exhibit documents.
03/31/23	Shayne Henry	0.20	Correspond with C. McGushin re document review re investigation.
03/31/23	Casey McGushin	4.30	Participate in telephone conference with Company re investigation (1.5); review and analyze documents re investigation (1.9); participate in telephone conference with director re investigation (.9).
03/31/23	Casey McGushin	2.30	Review and analyze documents for use in Z. Prince deposition preparation.
03/31/23	Casey McGushin	0.20	Participate in telephone conference with A. Liou regarding FTX transaction.
03/31/23	Laura K. Riff	1.40	Telephone conference with Company, M. Slade, C. McGushin and Brown Rudnick re UCC production requests and responses.
03/31/23	Alexandra Schrader	0.50	Conference with C. McGushin re risk interview (.3); review correspondence and documents re same (.2).
03/31/23	Michael B. Slade	0.80	Draft letter re depositions (.4); revise letter re same (.4).
03/31/23	Katie J. Welch	1.30	Review potential document production re responsiveness considerations.
Total		209.80	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077665
Client Matter: 54119-27

In the Matter of Expenses

For expenses incurred through March 31, 2023
(see attached Description of Expenses for detail)

\$ 50,609.81

Total expenses incurred

\$ 50,609.81

Description of Expenses

<u>Description</u>	<u>Amount</u>
Standard Copies or Prints	361.40
Color Copies or Prints	2,754.95
Postage	9.48
Travel Expense	1,387.91
Airfare	996.91
Transportation to/from airport	624.78
Travel Meals	308.43
Other Court Costs and Fees	3,343.50
Professional Fees	3,318.48
Outside Paralegal Assistance	35,963.38
Computer Database Research	1,328.00
Overtime Transportation	64.31
Overtime Meals - Attorney	130.03
Overnight Delivery - Hard	18.25
Total	\$ 50,609.81

Description of Expenses

Standard Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Standard Copies or Prints	1.20
03/01/23	Standard Copies or Prints	1.90
03/01/23	Standard Copies or Prints	0.80
03/01/23	Standard Copies or Prints	0.60
03/01/23	Standard Copies or Prints	13.50
03/02/23	Standard Copies or Prints	1.30
03/02/23	Standard Copies or Prints	0.20
03/05/23	Standard Copies or Prints	8.60
03/07/23	Standard Copies or Prints	0.60
03/07/23	Standard Copies or Prints	1.90
03/07/23	Standard Copies or Prints	0.40
03/07/23	Standard Copies or Prints	0.70
03/08/23	Standard Copies or Prints	3.50
03/10/23	Standard Copies or Prints	7.50
03/11/23	Standard Copies or Prints	2.20
03/12/23	Standard Copies or Prints	22.20
03/12/23	Standard Copies or Prints	3.20
03/13/23	Standard Copies or Prints	17.10
03/14/23	Standard Copies or Prints	1.40
03/17/23	Standard Copies or Prints	0.10
03/21/23	Standard Copies or Prints	8.70
03/22/23	Standard Copies or Prints	8.00
03/22/23	Standard Copies or Prints	0.80
03/22/23	Standard Copies or Prints	96.20
03/22/23	Standard Copies or Prints	2.40
03/23/23	Standard Copies or Prints	1.70
03/28/23	Standard Copies or Prints	59.60
03/28/23	Standard Copies or Prints	86.60
03/29/23	Standard Copies or Prints	8.50
	Total	361.40

Color Copies or Prints

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Color Copies or Prints	33.00
03/01/23	Color Copies or Prints	42.90
03/01/23	Color Copies or Prints	26.40
03/07/23	Color Copies or Prints	19.80
03/07/23	Color Copies or Prints	29.70
03/07/23	Color Copies or Prints	0.55
03/11/23	Color Copies or Prints	53.90
03/12/23	Color Copies or Prints	2.75
03/12/23	Color Copies or Prints	2.20
03/13/23	Color Copies or Prints	1,465.75
03/14/23	Color Copies or Prints	2.20
03/16/23	Color Copies or Prints	8.80
03/17/23	Color Copies or Prints	25.85
03/22/23	Color Copies or Prints	3.30
03/23/23	Color Copies or Prints	74.80
03/28/23	Color Copies or Prints	664.95
03/28/23	Color Copies or Prints	298.10
	Total	2,754.95

Postage

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Postage to the N.J. Attorney Fund	9.48
	Total	9.48

Travel Expense

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Steve Toth - Steve Toth, Lodging 1 night, New York, NY, Travel for mining assets auction. 03/01/2023	387.91
03/17/23	Casey McGushin - Casey McGushin, Lodging 2 nights, New York, New York, Travel for deposition preparation and attending depositions. 03/17/2023	1,000.00
	Total	1,387.91

Legal Services for the Period Ending March 31, 2023

Invoice Number:

1050077665

BlockFi Inc.

Matter Number:

54119-27

Expenses

Airfare

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Steve Toth - Steve Toth, Agency Fee, one way from New York, NY to Chicago, IL, Travel for mining assets auction. 03/01/2023	58.00
03/01/23	Steve Toth - Steve Toth, one way Airfare, New York, NY to Chicago, IL, Coach, Travel for mining assets auction. 03/01/2023	260.95
03/08/23	Casey McGushin - Casey McGushin, one way Airfare, Chicago, IL to New York, NY, Coach, Travel for deposition preparation and to attend depositions. 03/08/2023	288.98
03/14/23	Casey McGushin - Casey McGushin, Agency Fee, one way from Chicago, IL, to New York, NY, Travel for deposition preparation and to attend depositions. 03/14/2023	35.00
03/15/23	Casey McGushin - Casey McGushin, one way Airfare, New York, NY to Chicago, IL, Coach, Travel for deposition preparation and to attend depositions. 03/15/2023	353.98
	Total	996.91

Transportation to/from airport

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/15/23	SUNNY'S WORLDWIDE - STEVEN M TOTH-one way car from Chicago Airport to K&E Office for mining assets auction. 03/01/2023	137.05
03/15/23	SUNNY'S WORLDWIDE - MICHAEL B SLADE, one way car from NY Airport to K&E Office for deposition preparation. 03/13/2023	90.80
03/15/23	SUNNY'S WORLDWIDE - CASEY JAMES MCGUSHIN-one way car from NY Airport to K&E Office for deposition preparation and to attend depositions. 03/15/2023	90.80
03/15/23	SUNNY'S WORLDWIDE - STEVEN M TOTH- one way car from Hotel to NY Airport for mining assets auction. 03/01/2023	113.17
03/17/23	Casey McGushin - Casey McGushin, one way car from K&E Office to NY Airport for deposition preparation and to attend depositions. 03/17/2023	77.94
03/19/23	Crown Car & Limousines Inc - MCGUSHIN CASEY JAMES, one way car from Chicago Airport to Home for deposition preparation and attending depositions. 03/17/2023	115.02
	Total	624.78

Travel Meals

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Steve Toth - Steve Toth, Travel Meals, Travel to New York, NY from Chicago, IL for mining assets auction. Steve Toth 03/01/2023	9.79
03/15/23	Casey McGushin - Casey McGushin, Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attending depositions. Casey McGushin 03/15/2023	16.17
03/16/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attending depositions. Casey McGushin 03/16/2023	100.00
03/16/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attending depositions. Casey McGushin 03/16/2023	27.84
03/17/23	Casey McGushin - Casey McGushin, Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and to attend depositions. Casey McGushin 03/17/2023	89.63
03/17/23	Casey McGushin - Casey McGushin, Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and to attend depositions. Casey McGushin 03/17/2023	25.00
03/17/23	Casey McGushin - Casey McGushin, Hotel - Travel Meals, Travel to New York, NY from Chicago, IL for deposition preparation and attend depositions. Casey McGushin 03/17/2023	40.00
	Total	308.43

Other Court Costs and Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/31/23	Lexitas - Court Reporter - Auction Day 1	3,343.50
	Total	3,343.50

Professional Fees

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/10/23	Lexitas - Stenographer Cancellation Fee re M. Meghji deposition	295.00
03/31/23	MAGNA LEGAL SERVICES LLC - Original and 1 certified copy of transcript Committee deposition of re Rob Loban.	3,023.48
	Total	3,318.48

Outside Paralegal Assistance

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/05/23	LegalPartners Group LLC - Discovery related expenses re FTX, Alameda research	17,598.49
03/12/23	LegalPartners Group LLC - Discovery related projects re FTX, Alameda research	18,364.89
	Total	35,963.38

Computer Database Research

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Trevor Eck	559.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Michael Koch	20.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Jimmy Ryan	208.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by David Hackel	105.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Lucas Spangler	261.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Ziv Ben-Shahar	92.00
03/15/23	RESTRUCTURING CONCEPTS LLC - Chapter 11 Dockets Usage for 02/2023 by Brian Nakhaimousa	83.00
	Total	1,328.00

Overtime Transportation

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/01/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 03/01/2023	16.69
03/07/23	Francis Petrie - Francis Petrie, Taxi, Work late - office to home. 03/07/2023	16.70
03/08/23	Francis Petrie - Francis Petrie, Work late - office to home. 03/08/2023	17.95
03/28/23	Brian Nakhaimousa - Brian Nakhaimousa, Taxi, Work late - office to home. 03/28/2023	12.97
	Total	64.31

Overtime Meals - Attorney

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/02/23	David Hackel - David Hackel, Overtime Meals. David Hackel 03/02/2023	40.00
03/02/23	Trevor Eck - Trevor Eck Overtime Meals -, Trevor Eck 03/02/2023	36.79
03/07/23	Brian Nakhaimousa - Brian Nakhaimousa, Overtime Meals - Attorney. Brian Nakhaimousa 03/07/2023	28.31
03/07/23	Francis Petrie - Francis Petrie, Overtime Meals - Attorney, New York OT meal. Francis Petrie 03/07/2023	24.93
	Total	130.03

Overnight Delivery - Hard

<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/27/23	FEDERAL EXPRESS to U.S. SEC, 100 F Street, NE Washington, DC - 771613129765	18.25
	Total	18.25
TOTAL EXPENSES		\$ 50,609.81

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077666
Client Matter: 54119-28

In the Matter of Pro Se Party Communication

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 59,192.50

Total legal services rendered

\$ 59,192.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Trevor Eck	10.50	735.00	7,717.50
Rob Jacobson	12.90	1,155.00	14,899.50
Sarah R. Margolis	15.90	995.00	15,820.50
Brian Nakhaimousa	0.80	995.00	796.00
Christine A. Okike, P.C.	0.40	1,850.00	740.00
Isabella J. Paretti	16.20	735.00	11,907.00
Jimmy Ryan	7.80	885.00	6,903.00
Josh Sussberg, P.C.	0.20	2,045.00	409.00
TOTALS	64.70		\$ 59,192.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Jimmy Ryan	0.40	Correspond with Kroll re pro se creditor inquiries.
03/02/23	Isabella J. Paretti	0.30	Review, analyze pro se creditor inquiries.
03/02/23	Jimmy Ryan	0.20	Correspond with Kroll re pro se creditor inquiries.
03/03/23	Isabella J. Paretti	1.40	Draft correspondence re pro se creditor inquiries.
03/04/23	Isabella J. Paretti	0.40	Review, revise proposed correspondence re pro se creditor inquiries.
03/04/23	Jimmy Ryan	0.50	Correspond with Kroll re draft responses to pro se creditor inquiries.
03/05/23	Trevor Eck	3.00	Draft correspondence re pro se inquiries (2.1); review, revise inquiry summary re same (.9).
03/05/23	Rob Jacobson	0.60	Review, comment on inbound inquiry responses to pro se clients re proof of claim process.
03/06/23	Rob Jacobson	1.50	Correspond with J. Ryan, K&E team re pro se creditor inquiries and responses (.4); review, comment on proposed responses re same (.3); correspond with T. Zavala re same (.1); draft multiple responses to pro se creditor inquiries re proof of claim process (.7).
03/06/23	Sarah R. Margolis	0.20	Review creditor inquiry summary.
03/07/23	Trevor Eck	1.00	Draft correspondence re pro se creditor inquiries (.7); correspond with creditor re same (.3).
03/08/23	Brian Nakhaimousa	0.20	Conference with pro se creditor re chapter 11 cases.
03/08/23	Isabella J. Paretti	0.70	Correspond with Kroll re pro se creditor inquiries (.4); review correspondence re same (.3).
03/10/23	Sarah R. Margolis	0.10	Correspond with pro se creditors re proof of claim process.
03/12/23	Rob Jacobson	2.60	Draft responses to pro se creditor inquiry inbounds (2.2); correspond with S. Margolis, K&E team re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/12/23	Sarah R. Margolis	1.80	Correspond with pro se creditors re proof of claim process (.5); correspond with Kroll team re same (.2); review, analyze claims re same (1.1).
03/12/23	Jimmy Ryan	0.30	Correspond with R. Jacobson, K&E team, and Haynes and Boone re pro se creditor inquiries.
03/13/23	Trevor Eck	0.50	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/13/23	Rob Jacobson	1.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se inquiries, responses, proofs of claim (.5); review, revise response re same to multiple creditors (.8); review, analyze issues re same (.2).
03/13/23	Sarah R. Margolis	1.60	Correspond with Kroll team, R. Jacobson re pro se creditor claim (.2); conference with T. Eck, K&E team re creditor inquiries (.5); review, revise responses to creditor inquiries (.9).
03/13/23	Isabella J. Paretti	3.10	Conference with S. Margolis, K&E team re pro se creditor inquiries (.5); review materials re same (1.8); draft materials re same (.8).
03/13/23	Jimmy Ryan	1.70	Telephone conference with pro se creditor re claim inquiries (.7); review, revise, comment on written responses to same (1.0).
03/13/23	Josh Sussberg, P.C.	0.10	Correspond with pro se creditors re inquiries.
03/14/23	Trevor Eck	0.60	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/14/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se inquiries, responses, proofs of claim.
03/14/23	Sarah R. Margolis	1.30	Conference with T. Eck re pro se creditor inquiries (.6); review, analyze creditor inquiries (.1); telephone conference with Kroll re pro se creditor inquiries (.3); review, analyze same (.3).
03/14/23	Isabella J. Paretti	3.00	Telephone conference with R. Jacobson, K&E team, Haynes and Boone re pro se creditor inquiries (.3); conference with R. Jacobson, K&E team re same (.5); review, revise materials re same (1.4); correspond with pro se creditors re same (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/14/23	Jimmy Ryan	0.90	Conference with S. Margolis, K&E team re pro se creditor inquiries (.4); review, revise responses re same (.5).
03/15/23	Trevor Eck	1.60	Conference with S. Margolis, K&E team re outstanding creditor inquiries (.2); review, revise inquiry summary re same (1.4).
03/15/23	Rob Jacobson	1.60	Review, comment on pro se client inquiry responses (.7); conference with J. Ryan, K&E team re same (.5); correspond with Haynes and Boone re coordination re same (.4).
03/15/23	Sarah R. Margolis	1.40	Correspond with Kroll team re pro se creditor beneficiary (.2); telephone conference with creditor re proof of claim process (.1); telephone conference with B. Nakhaimousa, K&E team re same (.1); review, analyze pro se creditor inquiries (.4); draft responses re same (.6).
03/15/23	Brian Nakhaimousa	0.30	Conference with pro se creditor re chapter 11 cases (.2); correspond with S. Margolis, K&E team re same (.1).
03/15/23	Isabella J. Parette	0.50	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/15/23	Jimmy Ryan	0.40	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/16/23	Trevor Eck	1.10	Telephone conference with S. Margolis, K&E team re inbound pro se creditor inquiries (.3); correspond with pro se creditor re inquiry (.2); review, revise summary re same (.6).
03/16/23	Rob Jacobson	0.50	Conference with S. Margolis, K&E team re pro se client inquiries, responses, proofs of claim.
03/16/23	Sarah R. Margolis	0.30	Conference with T. Eck, K&E working group re pro se creditor inquiries.
03/16/23	Isabella J. Parette	0.40	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/16/23	Jimmy Ryan	0.20	Conference with S. Margolis, K&E team re responses to pro se creditor inquiries.
03/17/23	Trevor Eck	0.30	Conference with S. Margolis, K&E team re pro se inquiries (.2); correspond with Haynes and Boone re same (.1).
03/17/23	Rob Jacobson	0.50	Conference with S. Margolis, K&E team re pro se inquiries, responses, proofs of claim.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/17/23	Sarah R. Margolis	2.10	Conference with T. Eck, K&E team re pro se creditor inquiry (.2); review, analyze pro se creditor inquiries (1.3); correspond with pro se creditors re same (.6).
03/17/23	Isabella J. Paretti	0.50	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/20/23	Trevor Eck	0.90	Conference with S. Margolis, K&E team re outstanding pro se creditor inquiries (.4); correspond with pro se creditors re same (.3); correspond with Haynes and Boone re same (.2).
03/20/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se client inquiries, responses, proofs of claim.
03/20/23	Sarah R. Margolis	1.70	Review, analyze correspondence from pro se creditor (.6); draft response re same (.4); telephone conference with B. Nakhaimousa re pro se creditor inquiry (.3); conference with T. Eck, K&E team re pro se creditor inquiries (.4).
03/20/23	Brian Nakhaimousa	0.30	Conference with pro se creditor, S. Margolis re proofs of claim forms.
03/20/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.4); correspond with S. Margolis re same (.2); draft correspondence re same (.3).
03/20/23	Jimmy Ryan	0.40	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/21/23	Trevor Eck	0.40	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/21/23	Rob Jacobson	0.50	Conference with S. Margolis, K&E team re pro se client inquiries, responses, proofs of claim.
03/21/23	Sarah R. Margolis	0.30	Conference with T. Eck, K&E team re pro se creditor inquiries.
03/21/23	Christine A. Okike, P.C.	0.40	Telephone conferences with pro se customers re proof of claims.
03/21/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.4); correspond with Kroll re same (.2); correspond with creditor re same (.3).
03/21/23	Jimmy Ryan	0.50	Conference with S. Margolis, K&E team re pro se creditor inquiries.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/22/23	Trevor Eck	0.20	Telephone conference with S. Margolis, K&E team re pro se creditor inquiries.
03/22/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se inquiries, responses, proofs of claim.
03/22/23	Sarah R. Margolis	0.50	Correspond with Haynes and Boone re pro se creditor inquiries (.1); conference with T. Eck re same (.2); review, revise correspondence to pro se creditors re same (.2).
03/22/23	Isabella J. Paretti	0.30	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
03/22/23	Jimmy Ryan	0.20	Conference with S Margolis, K&E team re pro se creditor inquiries.
03/23/23	Sarah R. Margolis	0.80	Correspond with Kroll team re creditor inquiries (.2); correspond with Haynes and Boone re same (.2); correspond with pro se creditor re same (.4).
03/24/23	Trevor Eck	0.30	Telephone conference with S. Margolis, K&E team re outstanding pro se creditor inquiries.
03/24/23	Rob Jacobson	0.50	Conference with S. Margolis, I. Paretti, J. Ryan, T. Eck re pro se client inquiries, responses, proofs of claim.
03/24/23	Rob Jacobson	0.60	Prepare for telephone conference re pro se creditor inquiries (.2); conference with S. Margolis, K&E team re same (.4).
03/24/23	Sarah R. Margolis	1.00	Conference with T. Eck, K&E team re pro se creditor inquiries (.3); correspond with Kroll re same (.2); review, analyze creditor inquiries (.2); correspond with creditors re same (.3).
03/24/23	Isabella J. Paretti	0.70	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.5); correspond with S. Margolis, J. Ryan re same (.2).
03/24/23	Jimmy Ryan	0.40	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/27/23	Sarah R. Margolis	0.20	Correspond with pro se creditors re claim inquiries.
03/27/23	Jimmy Ryan	1.00	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.2); correspond with R. Jacobson, K&E team, Haynes and Boone, and Kroll re same (.2); review, revise responses to same (.2); telephone conference with pro se creditor re same (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/28/23	Sarah R. Margolis	1.30	Review, analyze pro se creditor inquiries (.9); draft responses to same (.4).
03/28/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.5); draft correspondence re same (.2); revise same (.1); correspond with S. Margolis, R. Jacobson re same (.1).
03/29/23	Trevor Eck	0.20	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/29/23	Rob Jacobson	0.50	Correspond with S. Margolis, K&E team re pro se creditor inquiries (.4); prepare for same (.1).
03/29/23	Sarah R. Margolis	0.30	Conference with T. Eck, K&E team re pro se creditor inquiries, next steps.
03/29/23	Isabella J. Paretti	1.00	Review, analyze correspondence from creditor re pro se creditor inquiries (.7); conference with S. Margolis, K&E team re same (.3).
03/29/23	Jimmy Ryan	0.30	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/29/23	Josh Sussberg, P.C.	0.10	Correspond with pro se creditors re inquiries.
03/30/23	Trevor Eck	0.20	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/30/23	Sarah R. Margolis	0.30	Correspond with Kroll team re pro se creditor inquiries (.1); conference with T. Eck, K&E team re creditor inquiries (.2).
03/30/23	Isabella J. Paretti	0.90	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.3); conference with counsel to pro se creditor re same (.5); correspond with Kroll re same (.1).
03/30/23	Jimmy Ryan	0.20	Conference with S. Margolis, K&E team re pro se creditor inquiries.
03/31/23	Trevor Eck	0.20	Telephone conference with S. Margolis, K&E team re pro se creditor inquiries.
03/31/23	Rob Jacobson	0.50	Correspond with S. Margolis, K&E team re pro se creditor inquiries (.4); prepare for same (.1).
03/31/23	Sarah R. Margolis	0.70	Conference with S. Margolis, K&E team re pro se creditor inquiries (.2); review, analyze creditor inquiries re same (.5).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/31/23	Isabella J. Paretti	0.30	Conference with R. Jacobson, K&E team re pro se creditor inquiries (.1); prepare for same same (.2).
03/31/23	Jimmy Ryan	0.20	Conference with R. Jacobson, K&E team re pro se creditor inquiries.
Total		64.70	

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KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 5, 2023

BlockFi Inc.
201 Montgomery St. #263
Jersey City, NJ 07302

Attn: Jonathan Mayers

Invoice Number: 1050077669
Client Matter: 54119-29

In the Matter of Wallet Withdrawal Relief

For legal services rendered through March 31, 2023
(see attached Description of Legal Services for detail)

\$ 212,515.50

Total legal services rendered

\$ 212,515.50

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ziv Ben-Shahar	1.20	735.00	882.00
Richard U. S. Howell, P.C.	3.60	1,620.00	5,832.00
Rob Jacobson	68.00	1,155.00	78,540.00
Sarah R. Margolis	29.80	995.00	29,651.00
Brian Nakhaimousa	3.50	995.00	3,482.50
Christine A. Okike, P.C.	3.20	1,850.00	5,920.00
Isabella J. Paretti	77.50	735.00	56,962.50
Francis Petrie	12.50	1,295.00	16,187.50
Margaret Reiney	0.80	1,155.00	924.00
Michael B. Slade	6.80	1,855.00	12,614.00
Josh Sussberg, P.C.	0.50	2,045.00	1,022.50
Mason N. Zurek	0.50	995.00	497.50
TOTALS	207.90		\$ 212,515.50

Description of Legal Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/01/23	Ziv Ben-Shahar	1.20	Review, analyze memorandum re wallet relief research (.4); correspond with M. Zurek, T. Eck, S. Margolis re same (.5); analyze issues re Bermuda law re same (.3).
03/01/23	Rob Jacobson	0.80	Review, analyze ad hoc committee letter re wallet issues.
03/01/23	Sarah R. Margolis	5.70	Office conference with I. Paretti re ad hoc committee letter (.5); research case law re same (2.0); draft response letter re same (2.6); review, analyze research re preferential treatment (.4); telephone conference with M. Zurek re same (.1); office conference with T. Eck re same (.1).
03/01/23	Christine A. Okike, P.C.	0.30	Telephone conference with Brown Rudnick, Troutman and R. Jacobson, K&E teams re wallet motion.
03/01/23	Isabella J. Paretti	3.40	Conference with S. Margolis re letter to ad hoc committee (.5); draft response re same (2.0); research re same (.7); correspond with S. Margolis re same (.2).
03/02/23	Rob Jacobson	2.60	Review, comment on wallet withdrawal response letter to ad hoc committee.
03/02/23	Sarah R. Margolis	4.60	Office conference with I. Paretti re response letter to ad hoc committee (.5); review, revise same (3.0); research case law re same (1.1).
03/02/23	Isabella J. Paretti	6.10	Conference with S. Margolis re wallet withdrawal letter (.6); research case law re same (.5); review, analyze research, letter re same (2.4); draft, revise response re same (2.4); correspond with S. Margolis, R. Jacobson re same (.2).
03/03/23	Rob Jacobson	5.60	Review, revise response letter to ad hoc committee re wallet matters (3.9); correspond with S. Margolis, I. Paretti, K&E team re same (.6); research, analyze case law re same (1.1).
03/03/23	Sarah R. Margolis	1.10	Review, revise response letter to ad hoc committee re wallet matters (1.0); correspond with I. Paretti re same (.1).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/03/23	Isabella J. Paretti	0.80	Review, revise response re ad hoc committee letter (.6); correspond with R. Jacobson, S. Margolis re same (.1); correspond with F. Petrie re same (.1).
03/03/23	Isabella J. Paretti	2.10	Draft agenda re March omnibus hearing, including wallet withdrawal status conference (1.8); conference with B. Nakhaimousa re same (.3).
03/03/23	Francis Petrie	0.60	Review, analyze draft correspondence to U.S. Trustee re ad hoc wallet committee, wallet matters.
03/04/23	Rob Jacobson	0.70	Review, comment on hearing agenda re status conference re wallet withdrawal motion, other matters (.4); correspond with B. Nakhaimousa re same (.3).
03/04/23	Brian Nakhaimousa	1.40	Review, comment on March 13 hearing agenda, including status conference re wallet withdrawal motion (1.2); correspond with I. Paretti, Haynes and Boone, R. Jacobson re same (.2).
03/04/23	Isabella J. Paretti	1.00	Revise hearing agenda re status conference on wallet withdrawal motion, other matters (.6); correspond with B. Nakhaimousa, K&E team re same (.4).
03/05/23	Brian Nakhaimousa	0.30	Correspond with I. Paretti, R. Jacobson, Haynes and Boone re March 13 hearing agenda, including status conference on wallet withdrawal motion.
03/05/23	Isabella J. Paretti	2.10	Review, revise agenda re wallet withdrawal motion status conference, other matters (1.6); correspond with B. Nakhaimousa, K&E team re same (.3); correspond with Haynes and Boone re same (.2).
03/05/23	Michael B. Slade	0.50	Review, revise wallet letter re ad hoc committee.
03/06/23	Richard U. S. Howell, P.C.	0.70	Review, analyze wallet motion (.3); review analyze deposition strategy re deposition preparation (.4).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/06/23	Rob Jacobson	1.70	Conference with S. Margolis, I. Paretti re wallet issues (.5); conference with F. Petrie re same (.2); review, analyze draft wallet letter to all stakeholders (.1); review, comment on wallet letter to all stakeholders (.4); correspond with M. Slade, K&E team re same (.5).
03/06/23	Sarah R. Margolis	0.80	Telephone conference with R. Jacobson re wallet motion (.2); review, analyze pleadings, research re same (.6).
03/06/23	Brian Nakhaimousa	1.00	Review, revise March 13 hearing agenda re wallet withdrawal motion status conference, other matters (.8); correspond with I. Paretti, Haynes and Boone re same (.2).
03/06/23	Isabella J. Paretti	1.50	Conference with R. Jacobson, S. Margolis re wallet withdrawal motion (.7); review, revise letter re same (.5); correspond with F. Petrie, R. Jacobson re same (.3).
03/06/23	Isabella J. Paretti	2.60	Revise agenda re hearing re wallet withdrawal status conference (1.9); correspond with B. Nakhaimousa re same (.3); conference with B. Nakhaimousa re same (.3); correspond with F. Petrie re same (.1).
03/06/23	Francis Petrie	3.40	Telephone conference with Company re status update and wallet letter (.5); review and revise wallet letter (.7), correspond with stakeholders re letter content (.6); correspond with R. Jacobson, K&E team re wallet hearing scheduling (.7); correspond with R. Jacobson, K&E team re communications re same (.5); review and revise draft agenda re status conference re wallet issues (.4).
03/06/23	Margaret Reiney	0.80	Review, revise agenda re wallet status conference.
03/06/23	Michael B. Slade	0.30	Review, revise letter re wallet diligence.
03/06/23	Josh Sussberg, P.C.	0.50	Telephone conference with management re wallet motion status (.3); correspond with M. Slade re wallet status (.1); review and comment on wallet letter (.1).
03/06/23	Mason N. Zurek	0.10	Correspond with S. Margolis, K&E team re preferences re wallet motion.

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/07/23	Rob Jacobson	5.10	Review, revise response letter to ad hoc committee re wallet issues (3.8); research, analyze case law re same (.7); correspond with F. Petrie re same (.1); correspond with F. Petrie, Brown Rudnick, Troutman re wallet letter to all stakeholders (.1); correspond with M. Slade, K&E team re same (.1); revise letter to all stakeholders (.3).
03/07/23	Sarah R. Margolis	0.20	Review, analyze wallet letter.
03/07/23	Christine A. Okike, P.C.	0.20	Review, analyze wallet letter.
03/07/23	Isabella J. Paretti	0.80	Research re wallet withdrawal (.6); correspond with R. Jacobson, S. Margolis re same (.2).
03/07/23	Isabella J. Paretti	0.40	Correspond with F. Petrie, K&E team re hearing agenda re wallet withdrawal status conference, other matters (.2); review, revise same (.2).
03/07/23	Michael B. Slade	1.20	Review UCC wallet diligence requests.
03/07/23	Mason N. Zurek	0.30	Correspond with T. Eck, S. Margolis, Z. Ben-Shahar re legal research memorandum (.1); review, analyze same (.2).
03/08/23	Richard U. S. Howell, P.C.	1.50	Conference with M. Slade, K&E team re deposition strategy re wallet motion (.3); correspond with M. Slade, K&E team re same (.4); review draft wallet pleadings re upcoming hearings (.5); review strategy re same (.3).
03/08/23	Rob Jacobson	3.80	Review, comment on wallet letter (1.3); correspond with I. Paretti re same (.4); research case law re same (.5); review, analyze same (.7); review, revise letter re same (.2); correspond with Brown Rudnick, Troutman re wallet letter to all stakeholders (.6); correspond with Cole Schotz re filing of same (.1).
03/08/23	Christine A. Okike, P.C.	0.10	Review, analyze wallet letter.
03/08/23	Isabella J. Paretti	5.40	Review, revise wallet letter (3.4); correspond with R. Jacobson re same (.4); research re same (1.6).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/08/23	Francis Petrie	4.10	Review and revise letter to stakeholders re wallet transaction (2.7); correspond with Company, advisor group re same (.8); correspond with R. Jacobson re filing of same (.3); correspond with BRG team re same (.3).
03/08/23	Michael B. Slade	0.30	Correspond with R. Jacobson, K&E team re wallet letter.
03/09/23	Rob Jacobson	1.40	Review, comment on wallet letter (.7); correspond with C. Okike, M. Slade re same (.1); correspond with F. Petrie re same (.1); conference with BRG re wallet matters (.5).
03/09/23	Brian Nakhaimousa	0.80	Review, revise notice of adjournments re hearing re wallet status conference (.3); correspond with Cole Schotz re same (.1); review, revise hearing agenda re wallet status update (.3); correspond with Cole Schotz, Haynes and Boone, I. Paretti re same (.1).
03/09/23	Christine A. Okike, P.C.	0.90	Telephone conference with M. Slade and F. Petrie re wallet status conference (.5); review, analyze letter to U.S. Trustee re ad hoc committee, wallet matters (.4).
03/09/23	Isabella J. Paretti	1.00	Review, revise letter re ad hoc committee re wallet related matters, considerations (.7); correspond with F. Petrie, R. Jacobson re same (.3).
03/09/23	Isabella J. Paretti	0.30	Revise agenda re hearing (.2); correspond with B. Nakhaimousa re same (.1).
03/09/23	Francis Petrie	1.10	Telephone conference with C. Okike and M. Slade re wallet status conference (.5); correspond with same re agenda re same (.6).
03/10/23	Rob Jacobson	0.80	Correspond with Company re wallet letter (.1); draft summary re same (.3); review, revise same (.4).
03/10/23	Sarah R. Margolis	0.20	Review, analyze wallet letter.
03/10/23	Isabella J. Paretti	0.60	Review, revise wallet letter (.5); correspond with R. Jacobson re same (.1).
03/10/23	Isabella J. Paretti	1.50	Revise amended agenda re hearing, including wallet withdrawal motion status conference (.8); review docket re same (.4); correspond with F. Petrie, K&E team re same (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/11/23	Rob Jacobson	1.90	Draft talking points for March 13 hearing re wallet withdrawal relief, status conference (.9); review, revise agenda re same (.4); correspond with M. Koch, F. Petrie re same (.6).
03/12/23	Rob Jacobson	0.70	Revise hearing agenda re wallet withdrawal status conference, other matters (.4); correspond with F. Petrie re same (.3).
03/12/23	Michael B. Slade	0.60	Telephone conference with UCC re wallet motion (.3); correspond with UCC re same (.3).
03/13/23	Richard U. S. Howell, P.C.	0.80	Review wallet diligence re A. Cheela deposition preparation.
03/13/23	Rob Jacobson	1.40	Review, revise wallet letter to U.S. trustee for distribution (.3); review, revise same (.8); correspond with Company, M. Slade, F. Petrie re same (.3).
03/13/23	Sarah R. Margolis	1.30	Review, analyze preference research (.5); review, revise same (.6); correspond with T. Eck, Z. Ben-Shachar re same (.2).
03/13/23	Christine A. Okike, P.C.	0.30	Telephone conference with Reed Smith re wallet motion.
03/13/23	Isabella J. Paretti	1.10	Draft summary re wallet withdrawal diligence letter (.9); correspond with R. Jacobson re same (.2).
03/13/23	Michael B. Slade	1.00	Telephone conference with board member re hearing, wallet withdrawal status conference (.5); conference re update with Company re same (.5).
03/14/23	Sarah R. Margolis	3.40	Correspond with R. Jacobson re wallet diligence (.1); review, analyze same (.1); review, analyze ad hoc committee response chart (.5); review, revise same (.8). office conference with I. Paretti re wallet letter (.1); research re same (.2); review, analyze Company correspondence, diligence re same (1.1); draft issues list re same (.5).
03/14/23	Isabella J. Paretti	1.30	Review, draft summaries, letters re wallet withdrawal diligence requests (.9); correspond with R. Jacobson re same (.2); correspond with S. Margolis re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/15/23	Sarah R. Margolis	4.10	Zoom conference with R. Jacobson, I. Paretti re wallet withdrawal diligence requests (.5); office conference with I. Paretti re same (.8); review, analyze letter, issues list (.4); revise same (2.0); correspond with R. Jacobson, I. Paretti re same (.2); telephone conference with I. Paretti re wallet diligence re ad hoc group (.2).
03/15/23	Isabella J. Paretti	6.60	Telephone conference with S. Margolis re wallet withdrawal diligence requests (.5); telephone conference with R. Jacobson re same (.1); conference with R. Jacobson and S. Margolis re same (.5); draft correspondence, summaries, letters re same (2.6); draft issues list re same (1.3); revise same re issues and responses re same (1.6).
03/15/23	Francis Petrie	0.70	Review, analyze research, letters re wallet diligence response (.5); correspond with R. Jacobson re same (.2).
03/16/23	Rob Jacobson	5.80	Draft diligence letter re wallet withdrawal relief, ad hoc committee requests (2.9); conference with S. Margolis, I. Paretti, Company re wallet response letter (.5); telephone conference with R. Jacobson, S. Margolis re same (.4); conference with L. Levick re wallet withdrawal relief (.3); review, revise wallet diligence letter (.9); review, analyze issues re same (.8).
03/16/23	Sarah R. Margolis	3.80	Conference with Company re Wallet motion (.5); telephone conference with R. Jacobson, I. Paretti re same (.4); correspond with I. Paretti re same (.2); review, revise letter re same (2.7).
03/16/23	Isabella J. Paretti	3.70	Review, analyze company communications re wallet withdrawal relief (.4); correspond with R. Jacobson re same (.2); review, analyze wallet withdrawal diligence (.4); conference with R. Jacobson, S. Margolis, Company re same (.5); telephone conference with R. Jacobson, S. Margolis re same (.4); draft summary, letters re same (1.6); correspond with S. Margolis re same (.2).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/16/23	Michael B. Slade	0.90	Correspond with R. Jacobson, K&E team re wallet diligence (.4); telephone conference with independent director re wallet diligence (.3); follow up with independent director re same (.2).
03/17/23	Rob Jacobson	4.50	Review, revise wallet response letter re ad hoc committee diligence requests (2.3); review, analyze diligence re same (1.3); correspond with I. Paretti re same (.3); review, analyze issues re same (.6).
03/17/23	Isabella J. Paretti	0.30	Review, analyze wallet withdrawal diligence (.2); correspond with R. Jacobson re same (.1).
03/18/23	Rob Jacobson	4.50	Review, revise wallet diligence letter re ad hoc committee requests (2.6); draft issues list re same (1.1); review, analyze issues list, diligence re same (.8).
03/19/23	Rob Jacobson	5.60	Conference with M. Slade, C. Okike, F. Petrie, K&E team re wallet letter (.4); review, revise draft issues list (.9); review, revise wallet diligence response letter (3.1); review, analyze diligence, data re same (.8); correspond with Company re same (.4).
03/19/23	Sarah R. Margolis	0.20	Review, analyze board minutes re wallet diligence, letter.
03/19/23	Isabella J. Paretti	0.20	Correspond with R. Jacobson re wallet withdrawal pleadings, diligence.
03/19/23	Francis Petrie	1.20	Telephone conference with M. Slade, K&E team re wallet issues (.5); review, analyze wallet letter diligence (.7).
03/19/23	Michael B. Slade	0.80	Analyze UCC diligence (.4); revise letter re wallet diligence (.4).
03/20/23	Rob Jacobson	0.80	Conference with I. Paretti, S. Margolis re wallet pleadings, timing (.5); review, analyze wallet issues, objections re same (.3).
03/20/23	Sarah R. Margolis	1.90	Review, analyze diligence re wallet pause, related pleadings (1.1); conference with R. Jacobson, I. Paretti re wallet pleadings (.5); review, analyze objection tracker re wallet reply (.3).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/20/23	Isabella J. Paretti	3.10	Conference with R. Jacobson, S. Margolis re diligence requests re wallet withdrawal motion (.5); review, analyze data and supporting documents re same (.4); correspond with R. Jacobson re same (.3); review, revise letter to ad hoc committee re same (1.7); review, analyze correspondence from Company re same (.2).
03/20/23	Mason N. Zurek	0.10	Correspond with S. Margolis, T. Eck, Z. Ben-Shahar re legal matters re wallet withdrawal.
03/21/23	Rob Jacobson	1.40	Review, revise wallet diligence letters (1.0); correspond with I. Paretti, S. Margolis re same (.2); review, analyze wallet diligence (.2).
03/21/23	Isabella J. Paretti	1.80	Review, revise letter to ad hoc committee re wallet diligence (.4); correspond with R. Jacobson re same (.3); review, analyze pleadings, government correspondence re Department of Justice seizures (1.1).
03/22/23	Isabella J. Paretti	4.40	Correspond with S. Margolis, D. Hackel re wallet accounts (.2); research re same (.4); review, revise letter to ad hoc committee re wallet diligence requests (2.8); correspond with R. Jacobson, S. Margolis re same (.3); review, analyze Company data re same (.7).
03/23/23	Rob Jacobson	4.40	Review, revise wallet diligence letters re diligence updates, requests (2.9); correspond with S. Margolis, I. Paretti re same (.3); zoom conference with S. Margolis, I. Paretti re same (.3); review, analyze diligence research, data, letters re same (.9).
03/23/23	Sarah R. Margolis	0.30	Conference with R. Jacobson, I. Paretti re wallet withdrawal motion.
03/23/23	Isabella J. Paretti	2.80	Conference with R. Jacobson, S. Margolis re wallet withdrawal pleadings (.3); conference with R. Jacobson re same (.2); review, revise letter to ad hoc committee re wallet diligence (.9); review, revise letter to UCC re wallet diligence (.6); review, revise reply re wallet withdrawal motion (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/24/23	Rob Jacobson	6.80	Review, revise wallet diligence letters (2.4); review, analyze diligence, data re same (.9); review, revise diligence list, follow up questions (1.8); draft correspondence to Company re same (.2); correspond with S. Margolis, I. Paretti re same (.3); review, analyze issues re wallet pleadings, diligence requests, timing, next steps (.6); review, comment on diligence letter (.6).
03/24/23	Sarah R. Margolis	0.60	Review, analyze wallet diligence, letter, objections.
03/24/23	Christine A. Okike, P.C.	0.40	Telephone conference with P. Corrie re wallet matters.
03/24/23	Isabella J. Paretti	6.70	Review, revise reply, exhibits re wallet withdrawal motion (2.4); review, revise letter to ad hoc committee re wallet diligence (1.5); telephone conference with R. Jacobson re same (.2); correspond with R. Jacobson re same (.4); correspond with S. Margolis re same (.1); correspond with M. Slade, K&E team re same (.2); revise letter re same (.3); review, revise letter to UCC re wallet diligence (1.6).
03/25/23	Rob Jacobson	0.60	Telephone conference with I. Paretti re wallet withdrawal pleadings, timing, next steps.
03/25/23	Isabella J. Paretti	4.00	Conference with R. Jacobson re wallet withdrawal pleadings (.6); review, revise declaration re same (2.9); review, revise reply re same (.5).
03/26/23	Isabella J. Paretti	4.10	Revise declaration re wallet withdrawal motion (3.5); review, analyze Company diligence re same (.4); correspond with R. Jacobson re same (.2).
03/27/23	Rob Jacobson	2.70	Review, revise wallet letters (1.7); correspond with M. Slade, C. Okike re same (.5); correspond with Company re same (.2); correspond with Troutman, Leob & Leob re letter distribution (.1); coordinate distribution with BRG to M3 (.2).
03/27/23	Christine A. Okike, P.C.	1.00	Review, analyze wallet letter to UCC (.2); review wallet letter to ad hoc wallet committee (.8).

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
03/27/23	Isabella J. Paretti	4.80	Review, revise diligence letters re wallet withdrawal motion (1.5); correspond with M. Slade, K&E team re same (.1); correspond with R. Jacobson re same (.3); review, revise declaration re same (2.7); correspond with R. Jacobson re same (.2).
03/27/23	Francis Petrie	1.10	Correspond with R. Jacobson, K&E team re wallet response letters (.3); review, analyze letters re litigation content (.6); correspond with R. Jacobson re same (.2).
03/28/23	Rob Jacobson	0.40	Correspond with F. Petrie re wallet status, briefing, scheduling, and next steps.
03/28/23	Isabella J. Paretti	0.20	Correspond with R. Jacobson re wallet withdrawal motion.
03/28/23	Francis Petrie	0.30	Correspond with R. Jacobson re wallet briefing schedule and related issues.
03/28/23	Michael B. Slade	0.50	Correspond with F. Petrie, K&E team re wallet motion.
03/29/23	Rob Jacobson	4.00	Review, comment on declaration in support of wallet withdrawal motion (3.8); correspond with I. Paretti, S. Margolis re same (.2).
03/29/23	Isabella J. Paretti	1.80	Review, revise declaration re wallet withdrawal motion (1.6); correspond with R. Jacobson re same (.1); correspond with C. Okike, K&E team re same (.1).
03/29/23	Michael B. Slade	0.40	Correspond with R. Jacobson, K&E team re wallet motion.
03/30/23	Sarah R. Margolis	1.60	Review, analyze wallet declaration, reply.
03/30/23	Isabella J. Paretti	0.70	Review, revise reply re wallet withdrawal motion (.4); correspond with S. Margolis re same (.1); correspond with R. Jacobson, company re outstanding diligence (.2).
03/31/23	Richard U. S. Howell, P.C.	0.60	Correspond with M. Slade re preparation for depositions (.2); review materials for Z. Prince deposition preparation (.2); review correspondence re 30(b)(6) deposition topics (.2).
03/31/23	Isabella J. Paretti	0.30	Review, revise reply re wallet withdrawal declaration.
03/31/23	Michael B. Slade	0.30	Correspond with R. Howell, K&E team re wallet motion.

Total 207.90